



(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

Period of Remote E-voting

Start Date & Time	Thursday, 04th April, 2024 from 9.00 A.M. (IST)
End Date & Time	Friday, 03rd May, 2024 till 05.00 P.M. (IST)

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

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 read with Section 108 and other applicable provisions of the Companies Act, 2013, as amended ("**the 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, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**the 'SEBI Listing Regulations'**), read with applicable circulars under the Act and 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 Resolutions** appended below through the **postal ballot process ("Postal Ballot") only by way of remote e-voting ("e-voting")**.

An Explanatory Statement as required under Section 102 and Section 110 and other applicable provisions, if any, of the Act, pertaining to the said Special Resolutions 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 and pursuant to the provisions of Section 108 and Section 110 of the Act read with the rules framed thereunder, the MCA Circulars and SS-2, the manner of voting on the proposed resolutions 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 / Registrar and Share Transfer Agent/ Depository Participant(s). 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. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The Notice is also available on the website of the Company at www.jkcement.com

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 Secretary (FCS No. 5639), as the Scrutinizer and the alternate Scrutinizer ("Scrutinizer") respectively to conduct the Postal Ballot through 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 Listing 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. 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.



The remote e-voting period commences at 09:00 A.M. (IST) on Thursday, 04th April, 2024 and ends at 05:00 P.M. (IST) on Friday, 03rd May, 2024.

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 **Friday, 03rd May, 2024**. 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 on 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. **Friday, 03rd May, 2024** shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

ITEM NO. 1:

TO APPOINT MS. PRAVEEN MAHAJAN (DIN: 07138514) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND, IF THOUGH FIT TO PASS THE FOLLOWING 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, Ms. Praveen Mahajan (DIN: 07138514) who was appointed as an Additional (Non- Executive Independent) Director of the Company with effect from 15th February, 2024 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 she 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 proposing her 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) consecutive years commencing from 15th February, 2024 till 14th February, 2029 and that she shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI Listing Regulations consent be and is hereby accorded for continuation of Directorship of Ms. Praveen Mahajan as an Independent Non-Executive Director of the Company on attaining age of 75 (Seventy-Five) years on 18th January, 2029.”

“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.”

ITEM NO. 2:

TO APPOINT MR. RAKESH SETHI (DIN: 02420709) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND, IF THOUGH FIT TO PASS THE FOLLOWING 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. Rakesh Sethi (DIN: 02420709) who was appointed as an Additional (Non- Executive Independent) Director of the Company with effect from 06th March, 2024 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 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) consecutive years commencing from 6th March, 2024 till 5th March, 2029 and that he shall not be liable to retire by rotation."

"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."

ITEM NO. 3:

TO ACCORD APPROVAL FOR INCREASE THE BORROWING LIMIT OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND, IF THOUGH FIT TO PASS THE FOLLOWING AS A SPECIAL RESOLUTION:

"RESOLVED THAT in furtherance of the resolution passed at the 22nd Annual General Meeting of the Company held on 6.8.2016 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and subject to such other approvals as may be required from appropriate authorities, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time, any sum or sums of money at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the money to be borrowed by the Company together with the money already borrowed from the financial institutions, Company's bankers etc., whether secured or unsecured (apart from temporary loans, advance and deposits obtained in the ordinary course of business), which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed by the Board and principal outstanding at any one time shall not exceed the sum of ₹ 12000 Crore (Rupees Twelve Thousand Crore Only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do and perform all such acts, deeds matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Director or to any officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution."

ITEM NO. 4:

TO ACCORD APPROVAL FOR CREATION OF CHARGE AND/OR MORTGAGE ON THE ASSETS OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND, IF THOUGH FIT TO PASS THE FOLLOWING AS A SPECIAL RESOLUTION:

"RESOLVED THAT in furtherance of the resolution passed at the 22nd Annual General Meeting of the Company held on 6.8.2016 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall include its duly authorized Committee or any individual Director or Officer of the company) to create mortgages/charges/hypothecation in any manner whatsoever on all or any of the immovable and movable properties of the Company present and future, of the whole or substantially the whole of the undertaking of the Company, ranking first, exclusive or pari-passu or otherwise and/or second and/or subservient and/or subordinate to the mortgages/ charges/hypothecation already created or to be created in future by the Company for securing any loans and/or debentures and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks or machinery suppliers and/or any other persons or institutions providing finance for purchase of assets and/ or for the business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting scheme or in favour of trustees for Term Loan/Debenture holders/ Bond holders FCCB holders or any other instrument that may be appointed hereinafter as security for the Term Loans/debentures / bonds/FCCBs or any other instrument that may be issued by the Company, with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board of



Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amounts consented by the Company by the Resolution passed by the Members pursuant to Section 180(1)(a) of the Companies Act 2013 i.e. ₹ 12000 Crore (Rupees Twelve Thousand Crores only) together with interest thereon and further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to prepare, finalise, approve and execute on behalf of the Company with the lenders, banks, machinery suppliers, persons, institutions and trustees for the Debenture/ Bond/FCCB holders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and expedient for giving effect to the foregoing resolution and the matters incidental, consequential and connected therewith and in this regard may delegate all or any of the powers to the Committee of Directors or the Director or to any officer of the Company as it may consider appropriate in order to give effect to this resolution."

By Order of the Board of Directors

For J.K. Cement Ltd.

Sd/-

Shambhu Singh

Vice President & Company Secretary

ICSI Membership No. FCS-5836

Date: 02.04.2024

Place: Kanpur



Notes: -

1. A Statement pursuant to Section 102(1) read with section 110 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. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above-mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. All documents required to be kept open for inspection, if any, shall be open for inspection from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process i.e. **Friday, 03rd May, 2024** at the Registered Office of the Company during business hours (between 2.00 P.M. and 5.00 P.M.) on all working days (except Saturdays, Sundays and Public Holidays). Further, Members seeking to inspect such documents can also send an e-mail to Shambhu.singh@jkcement.com.
4. In compliance with MCA Circulars, the Postal Ballot Notice is being sent only in electronic mode to those 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 **29th March, 2024, (“the Cut-off Date”)** and whose e-mail IDs are registered with the Company/Depository Participant(s).
5. 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 the Postal Ballot Notice from the website of the Company i.e. www.jkcement.com or website of NSDL i.e. www.evoting.nsdl.com or may send request at email id: shambhu.singh@jkcement.com for copy.
6. The Postal Ballot Notice is uploaded on the website of the Company at www.jkcement.com, on the website of the Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, website of RTA, i.e. www.ndml.in and on the website of NSDL i.e. www.evoting.nsdl.com
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on **29th March, 2024 (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.
8. In compliance with the provisions of Section 108 of the Act read with the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, 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 NSDL. Members exercising e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section **“instruction for remote e-voting”**. It may be noted that e-voting is compulsory.
9. **The remote e-voting shall commence on Thursday, the 04th April, 2024 at 09:00 A.M. (IST) and shall end on Friday, the 03rd May, 2024 at 05:00 P.M. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date i.e. Friday, the 29th March, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
10. The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members on the resolutions 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 an email to Mr. Sunil Kamble, from NSDL Database Management Limited (NDML), Registrar and Share Transfer Agent, at the email jd-sunilk@nsdl.com or Mr. Shambhu Singh, Vice President & Company Secretary at the email jd-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 evoting@nsdl.co.in.
- (ii) It is clarified that for permanent registration of email address, the members 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, please visit <https://www.jkcement.com>.
- (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.
11. The Resolution, if passed by requisite majority, through Postal Ballot by remote e-voting will be deemed to have been passed on the last date specified for e-voting i.e. **03rd May, 2024**. 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 05th May, 2024 by 5 P.M.**, to the Company Secretary of the Company as authorized by the Board, who shall countersign the same. The Scrutinizer's decision on the validity of E-voting will be final. 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 05th May, 2024** 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.co.in and shall simultaneously be forwarded to the Stock Exchange.
12. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:
- (i) This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- (ii) SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- (iii) The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
13. Copies of the letter for the appointment of Ms. Praveen Mahajan and Mr. Rakesh Sethi Independent Directors setting out the terms and conditions is available for electronic inspection at www.jkcement.com by the members during normal business hours on working days up to 3.5.2024

THE INSTRUCTIONS 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:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="855 1415 1315 1704" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at

Type of shareholders	Login Method
	<p>CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 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*****



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.com 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 sk_gupta1@rediffmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Shri Kaushal Kumar, at kaushalk@nsdl.com; evoting@nsdl.com or call at 9918374333.

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 shareholder 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.com 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) of the Act sets out all material facts relating to special business mentioned in the Notice of the Postal Ballot dated 02nd April, 2024.

ITEM NO.1

Ms. Praveen Mahajan (DIN: 07138514), 70 years, is Bachelor of Arts in English (Hons.) from Government College for Women, Chandigarh, Master of Arts in History and English from Punjab University, Chandigarh and holding Diploma in International Economic Relations from International Institute of Public Administration (IIPA), Paris.

She Joined the Indian Revenue Service (Customs & Central Excise) in 1976 and superannuated from service in 2014 as the first woman Chairperson of the Central Board of Excise and Customs (CBEC). She served as Member (Administrative) in the Central Administrative Tribunal for 3 years (2014-2017) and as President of the All India Tennis Association (AITA) for 4 years (2017-2021).

In view of above and based on the skills, expertise and knowledge the Board on the recommendation of the Nomination & Remuneration Committee has approved her appointment on Board. Her appointment would be of substantial benefit to the Company.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on Thursday, 15th February, 2024, approved the appointment of Ms. Praveen Mahajan (DIN: 07138514) as an Additional (Non-Executive Independent) Director, not liable to retire by rotation, for a term of 5 (Five) with effect from 15th February, 2024 to 14th February, 2029, subject to the approval of the Members by way of passing of Special Resolution.

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 Ms. Praveen Mahajan as Non-Executive Independent Director of the Company.

Ms. Praveen Mahajan fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has received all statutory disclosures/declarations from Ms. Praveen Mahajan 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 she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she 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.

Pursuant to 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. Ms. Praveen Mahajan will attain the age of 75 (seventy-five) years on 18th January, 2029 as such her continuance requires approval of members by way of Special Resolution.

The Company has also received a notice in writing under Section 160 of the Act from a member, proposing the candidature of Ms. Praveen Mahajan for the office of an Independent Director of the Company.

Ms. Praveen Mahajan 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 to this Notice.

Except Ms. Praveen Mahajan, 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 Special Resolution set out at item No.1 of the Notice for approval by the Members



ITEM NO. 2

Mr. Rakesh Sethi (DIN: 02420709), 67 years, is a Gold Medalist in Master of Commerce from the Osmania University, Hyderabad.

He has been a career banker and has held several top positions during his 38 years of experience in banking industry. He is a veteran banker and has worked in various segments in banking industry including but not limited to Corporate Banking, Foreign Exchange, Credit, Risk Management, Deposit Planning, Corporate Communications, Government Business etc. Some of his accomplishments include being the Executive Director with Punjab National Bank (“PNB”) from January 1, 2011, to March 11, 2014 (appointed by the Government of India), Chairman and Managing Director of Allahabad Bank from March 12, 2014 to April 30, 2017, and in various capacities in Andhra Bank. He is currently an Independent Director and Chairperson of the Board of TruCap Finance Limited, a RBI registered NBFC listed on BSE Limited and National Stock Exchange of India Limited.

In view of his skills, expertise and knowledge, the Board on the recommendation of the Nomination & Remuneration Committee has approved his appointment on Board. His appointment would be of substantial benefit to the Company.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their respective meetings held by circulation on Wednesday, 06th March, 2024, approved the appointment of Mr. Rakesh Sethi (DIN: 02420709) as an Additional (Non-Executive Independent) Director, not liable to retire by rotation, for a term of five (5) with effect from 06th March, 2024 to 05th March, 2029 subject to the approval of the Members by way of passing of Special Resolution.

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. Rakesh Sethi as Non-Executive Independent Director of the Company.

Mr. Rakesh Sethi fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. The Company has received all statutory disclosures/declarations from Mr. Rakesh Sethi 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.

The Company has also received a notice in writing under Section 160 of the Act from a member, proposing the candidature of Mr. Rakesh Sethi for the office of an Independent Director of the Company.

Mr. Rakesh Sethi is not related to any Director or any other Key Managerial Personal of the Company.

The statements pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 are given under title Annexure in this Notice.

Except Mr. Rakesh Sethi, 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 Special Resolution set out at item No.2 of the Notice for approval of the Members.

ITEM NO. 3

The members at the Annual General Meeting of the Company held on 06th August, 2016 passed a Special Resolution under Sections 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors of the Company to borrow any sum or sums of money notwithstanding that the money to be borrowed by the Company together with the moneys already



borrowed (apart from temporary loans, advances and deposits obtained from the Company's Bankers in the ordinary course of business) provided that the maximum amount of money so borrowed by the Board and outstanding at any point of time may exceed the paid-up share capital and free reserves of the company subject to an overall limit of Rs.7500 Crore (Rupees seven thousand five hundred Crore only). Besides Jaykaycem (Central) Limited (JCL), wholly owned subsidiary of your Company passed a special resolution u/s 180(1)(c) of the Companies Act, 2013 authorizing its Board of Directors to borrow upto Rs. 3500 Crores (Rupees Three Thousand & Five Hundred Crores) and availed banking facilities against that. JCL stood merged with your Company w.e.f. 01st August, 2023 hence it has become incumbent to increase the borrowing limit of your Company.

Keeping in view the increasing business operations and future growth plans undertaken/to undertaken which requires raising of additional long term borrow as well as additional Working Capital limit and also for various miscellaneous capital expenditure schemes, the Company would require further borrowings which may exceed the limit of ₹ 7500 Crore. Therefore, it is proposed to have the enabling approval of the members to increase the existing borrowing limit from Rs. Rs.7500 Crore (Rupees seven thousand five hundred Crore only) to Rs. 12000 Crore (Rupees Twelve Thousand Crore Only) at any point of time.

The approval of shareholders of the company is accordingly sought by passing of Special resolution under Section 180(1)(c) of the Companies Act, 2013, authorizing the Board of Directors of the Company to borrow monies in excess of the paid up capital and free reserves of the Company.

The Board recommends the proposed resolution set out at under Item No. 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is in any way, concerned or interested financially or otherwise in the said Special Resolution accompanying the Notice.

Item No. 4

The members at the Annual General Meeting of the Company held on 06th August, 2016 passed a Special Resolution under Sections 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to create mortgages/charges/hypothecation / security on all or any of the immovable and movable properties of the Company present and future, or the whole or substantially the whole of the undertaking of the Company, for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks or machinery suppliers and/or any other persons or institutions in favour of trustees for Term Loan/ Debentureholders / Bondholders FCCB holders that may be appointed hereafter as security for the Term Loan/ debentures / bonds /FCCBs that may be issued by the Company so that the total outstanding amount at any time so secured shall not exceed a sum of Rs. 7500 Crore (Rupees Seven Thousand Five Hundred Crore only) together with interest thereon and further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company,

With a view to empower the Board of Directors of the Company to raise additional resources to match the Business plans by borrowings from bank(s), consortium of banks, financial institutions and other lenders which is to be secured by creation of mortgages/charges/hypothecation in any manner whatsoever on all or any of the immovable and movable properties of the Company present and future, of the whole or substantially the whole of the undertaking of the Company, it is proposed to have enabling approval of the members for increasing the exiting limit from Rs. 7500 Crore (Rupees Seven Thousand Five Hundred Crore only) to Rs. 12,000 Crore (Rupees Twelve Thousand Crore Only).

The approval of Shareholders of the company is accordingly sought and under section 180(1)(a) of the Companies Act, 2013 by way of the Special Resolution for creation of mortgage/ charge/ hypothecation on the company's assets to secure the borrowings made or to be made by the company from time to time.

The Board recommends the proposed resolution set out at under Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is in any way, concerned or interested financially or otherwise in the said Special Resolution accompanying the Notice.



Pursuant to Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, the relevant details of Directors seeking appointment under Item No. 1 and 2 of the Notice are as below:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT

Name of Director	Ms. Praveen Mahajan	Mr. Rakesh Sethi
DIN	07138514	02420709
Age	70 years	67 years
Date of Birth	18th January 1954	30th April, 1957
Nationality	Indian	Indian
Date of Appointment on the Board	15th February, 2024	06th March, 2024
Qualification	Bachelor of Arts in English (Hons.) from Government College for Women, Chandigarh, Master of Arts in History and English from Punjab University, Chandigarh. Diploma in International Economic Relations from International Institute of Public Administration (IIPA), Paris.	Gold Medalist in Master of Commerce from the Osmania University, Hyderabad.
Terms of Appointment	Five years from 15th February, 2024	Five years from 06th March, 2024
Nature of expertise in specific functional areas	Wide exposure in Revenue, Customs and GST Laws	Banking & Finance
Inter-se relationships with directors and key managerial personnel -	Nil	Nil
Shareholding in the Company as on 2nd April, 2023	Nil	Nil
Listed companies (other than JK Cement Limited Group) in which he holds directorship and committee membership	Global Health Limited- Independent Director	TruCap Finance Limited- Chairman & Independent Director
Listed Entities from which the Director has resigned in the past 3 years	Nil	Nil
List of the directorship held in other Companies*	IFFCO Kishan Suvidha Limited	Machino Polymer Limited Khanna Paper Mills Limited
Number of Board Meetings attended during the year	NA	NA
Chairman / Member in the Committees of the Boards of Companies in which she/ he is Director*	Global Health Limited: Member of Audit Committee, Nomination & Remuneration and Risk Management Committee	TruCap Finance Limited: Member of Audit Committee, Nomination & Remuneration and Risk Management Committee



Existing and Proposed Remuneration (including sitting fees, if any)	Commission as may be decided by the board and sitting fees as per attendance on the meeting of the board.	Commission as may be decided by the board and sitting fees as per attendance on the meeting of the board.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Ms. Praveen Mahajan is Bachelor of Arts in English (Hons.) from Government College for Women, Chandigarh, Master of Arts in History and English from Punjab University, Chandigarh. Diploma in International Economic Relations from International Institute of Public Administration (IIPA), Paris. She Joined the Indian Revenue Service (Customs & Central Excise) in 1976 and superannuated from service in 2014 as the first woman Chairperson of the Central Board of Excise and Customs (CBEC). She served as Member (Administrative) in the Central Administrative Tribunal for 3 years (2014-2017). She served as President of the All India Tennis Association (AITA) for 4 years (2017-2021). The Board of Directors are in opinion that Mrs. Praveen Mahajan is in good physical condition and of sound and alert mind and the Board is also confident about her being able to function and discharge her duties in an able and competent manner.</p>	<p>Mr. Rakesh Sethi is a Gold Medalist in Master of Commerce from the Osmania University, Hyderabad. He has been a career banker and has held several top positions during his 38 years of experience in banking industry. He is a veteran banker and has worked in various segments in banking industry including but not limited to Corporate Banking, Foreign Exchange, Credit, Risk Management, Deposit Planning, Corporate Communications, Government Business etc. Some of his accomplishments include being the Executive Director with Punjab National Bank (“PNB”) from January 1, 2011, to March 11, 2014 (appointed by the Government of India), Chairman and Managing Director of Allahabad Bank from March 12, 2014 to April 30, 2017, and in various capacities in Andhra Bank. He is currently an Independent Director and Chairperson of the Board of TruCap Finance Limited, an RBI registered NBFC listed on BSE Limited and National Stock Exchange of India Limited.</p> <p>The Board of Directors are in opinion that Mr. Rakesh Sethi is in good physical condition and of sound and alert mind and the Board is also confident about him being able to function and discharge his duties in an able and competent manner.</p>
<p>*Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders’ Relationship Committee of Public Limited Company (Whether Listed or not).</p>		

**By Order of the Board of Directors
For J.K. Cement Ltd.**

**Date: 02.04.2024
Place: Kanpur**

**Shambhu Singh
Vice President & Company Secretary
ICSI Membership No. FCS-5836**

