



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**Notice of the 31st Annual General Meeting**

Notice is hereby given that the Thirty First (31st) Annual General Meeting ("**AGM/Meeting**") of Members of JK CEMENT LIMITED ("**the Company**") will be held on Friday, the 18th day of July 2025 at 11.00 A.M. (IST) through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**") to transact the following businesses:-

ORDINARY BUSINESS**Item No. 1****To receive, consider and adopt**

- The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the Reports of the Directors and Auditors thereon.
- The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the Report of the Auditors thereon.

Item No. 2

To approve and confirm final dividend of ₹ 15 {(150%) (previous year ₹ 20/- including ₹ 5/- as special dividend)} per equity share for the Financial Year 2024-25.

Item No. 3

To re-appoint Mr. Paul Heinz Hugentobler (aged about 76 years) (DIN 00452691), who retires by rotation at this AGM in terms of Section 152(6) of the Companies Act, 2013 and provisions of Article 90 of the Articles of Association of the Company and being eligible, offers himself for re-appointment as Director.

SPECIAL BUSINESS**Item No. 4**

To Appoint the Secretarial Auditor for a term of 5 (five) years from 1st April 2025 to 31st March, 2030 and in this regard, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular number SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024, as amended from time to time and upon recommendation

of Board of Directors of the Company, M/s. Sanjay Grover & Associates (a Peer Reviewed Firm of Company Secretaries in Practice) bearing Firm Registration No. P2001DE052900 Peer Review Certificate No. 6311/2024, be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years with effect from 1st April 2025 upto 31st March 2030, at a remuneration of ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) plus applicable taxes, and reimbursement of out of pocket expenses for the financial year 2025-26"

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise the terms and conditions of appointment including remuneration of the Secretarial Auditor for the remaining four consecutive years."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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. 5

To ratify the remuneration payable to M/s. K.G. Goyal & Company, the Cost Auditors, for the Financial Year ending 31st March 2026 and in this regard, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 10,00,000 (Rupees Ten Lakhs Only) (previous year ₹ 9,30,000) plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses in connection with the cost audit for the Financial Year ending 31st March 2026, as recommended by the Audit Committee and approved by the Board of Directors of the Company in its meeting held on 24th May 2025, to be paid to M/s. K.G. Goyal & Company, Cost Accountants (Firm Registration No: 000017), for conducting cost audit for FY 2025-2026 of the Company's Cement manufacturing units viz. J.K. Cement Works, Nimbahera, J.K. Cement Works, Mangrol, J.K. White Cement Works, Gotan, all situated in the State of Rajasthan, J.K. Cement Works, Jharli, situated in the

State of Haryana, J.K. Cement Works, Muddapur, situated in the State of Karnataka, J.K. Cement Works, Balasinor, situated in the State of Gujarat, JK Cement Works, Panna and JK Cement Works, Ujjain both situated in the State of M.P., J.K. Cement Works, Aligarh, JK Cement Works, Hamirpur and JK Cement Works, Prayagraj all situated in the State of U.P., JK Cement Ltd's unit at Buxar, Bihar be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee of Directors thereof), be and are hereby authorised to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution."

Item No. 6

To approve the continuation of Directorship of Mr. Paul Heinz Hugentobler aged about 76 years (DIN 00452691) and in this regard, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for continuation of Mr. Paul Heinz Hugentobler, aged about 76 years (DIN 00452691), as a Non-Executive Non Independent Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised 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**Shambhu Singh**

Place : New Delhi

Membership No. FCS 5836

Date: 24th May 2025 Vice President & Company Secretary**NOTES**

- The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("**The Act**") setting out the material facts with respect to the Special Businesses to be transacted at the 31st AGM is annexed hereto.
- Pursuant to General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020,

20/2020 dated 20th May 2020 and 09/2024 dated 19th September 2024 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, ("**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, physical attendance of the Members to the AGM venue is not required and the AGM be held through video conferencing ("**VC**") or other audio visual means ("**OAVM**"), on or before 30th September 2025, without the presence of the Members at a common venue. Hence, Members may attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- Pursuant to the Circular No. 14/2020 dated 8th April 2020, issued by the Ministry of Corporate Affairs ("**MCA**"), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Companies/Body Corporates are entitled to appoint authorised representative to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- In line with the MCA Circular No. 17/2020 dated 13th April 2020, the Notice calling the 31st AGM has been uploaded on the website of the Company at www.jkcement.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. The BSE Limited ("**The BSE**") and The National Stock Exchange of India Limited ("**The NSE**") at www.bseindia.com and www.nseindia.com respectively is also on the website of National Securities Depository Limited (NSDL), agency for providing the Remote E-Voting facility i.e. www.evotingindia.com.

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6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and the Circulars issued by MCA dated 8th April 2020, 13th April 2020 and 5th May 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 31st AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
7. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars as aforesaid.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Dividend, as recommended by the Board of Directors, and approved by the Members shall be paid to those members, whose names shall appear on the Company's Register of Members on 8th July 2025. In respect of Shares held in electronic mode, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by NSDL and Central Depository Services (India) Ltd. (CDSL) and for physical shareholder, as per details available with Registrar and share Transfer Agent of the Company ('the RTA').
11. Pursuant to Regulation 36 of SEBI Listing Regulations and the Secretarial Standards the particulars in respect of the Director seeking re-appointment at the AGM, is furnished as annexure to the Notice. The Director has furnished consent for his re-appointment as required under the Act and the Rules framed there under.
12. AGM will be held through VC/OAVM in accordance with the MCA Circulars, and hence the route map and attendance slips are not attached to this Notice.
13. Pursuant to Section 91 of the Act read with Companies (Management & Administration) Rules 2014 and Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 9th July 2025 to Friday, 18th July 2025 (**both days inclusive**).
14. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) at any of our e-mail address viz. (a) shambhu.singh@jkcement.com, (b) jkcinv.grievances@jkcement.com, (c) sunilk@nsdl.in.
15. Queries, if any, regarding the Annual Report and operations of the Company, may be sent at shambhu.singh@jkcement.com at least seven days prior to the date of the AGM. The member must mention his/her name, demat account number/folio number, email id, mobile number with the query; so that the relevant query may be replied by the Company suitably at the Meeting.
16. Pursuant to the provisions of circular no. SEBI/HO/ MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated 16th March 2023 and other circulars/emails issued in the same subject w.r.t. "Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination", all the shareholders holding shares in physical mode were requested to approach for furnishing their PAN, Nomination, Contact details, Bank Account details and Specimen signature for their corresponding folio numbers etc. to the RTA viz. NSDL Database Management Limited in the format/mode as prescribed under above mentioned SEBI Circulars/Mails. The shareholders can also reach the RTA of the Company at 4th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013 Phone No. 022 49142578, 022 49142700, 022 49142503 E-Mail: Sunilk@ndml.in; vishal.parad@ndml.in; avanis@ndml.in; for any clarification. Please note that the folios wherein any of the above cited document/details are not available on or after 1st October 2024, has been frozen by the RTA as per above mentioned SEBI Circular. Shareholders holding shares in dematerialized form are requested to approach their respective Depository Participants (DPs) for updating above mentioned details.
17. Notice of the AGM and the Annual Report for the Financial Year 2024-25 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) ("DP") and / or RTA. It would also be uploaded on the website of the Company www.jkcement.com. Any member, who has not registered his/her e-mail id, may register his / her e-mail id with RTA and may also request for a copy Annual Report electronically.
18. As per SEBI directives, securities of listed companies can be transferred only in dematerialised form, with effect from 1st April 2019. Members, holding shares in physical forms, are requested to dematerialize their shares.
19. The statutory registers including Register of Directors, Key Managerial Personnel, the Register of Contracts under the Act and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to shambhu.singh@jkcement.com.
20. The Company has appointed M/s. Reena Jakhodia & Associates (Prop. Ms. R. Jakhodia) of Kanpur, Practicing Company Secretaries (C.P No. 6083) as the Scrutinizer for conducting the e-voting process in fair and transparent manner. The Scrutinizer, after scrutinizing the votes cast, shall submit her Report to the Company Secretary.
21. The results declared, along with the report of the Scrutinizer, shall be placed on the website of the Company www.jkcement.com and of the agency immediately after the declaration of result by such Director/ Company Secretary and the results shall also be communicated to the Stock Exchanges.
22. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven consecutive years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company, accordingly, transferred ₹ 30,39,224 being the unpaid and unclaimed dividend amount pertaining to Dividend 2016-17 to the IEPF during the Financial Year 2024-25.
23. The Company has been sending reminders to those members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website www.jkcement.com. Members, who have not encashed their dividend pertaining to Dividend 2017-18, are advised to write to the Company immediately claiming dividends declared by the Company.
24. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years has to be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. During the year under report 13072 Equity Shares (in physical mode 8,225 Nos. of Equity Shares, 4,847 Nos. of Equity Shares held in DEMAT with NSDL and CDSL) were due for transfer in Financial year 2024-25, has been transferred to IEPF with CDSL on 7th October 2024 in compliance with Section 124 of the Act.
25. Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2017-18 are requested to claim the same by 31st July 2025. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.jkcement.com. Members are requested to convert their share(s) lying in physical form to the Demat form, as effective from 1st April 2019. As per law, the Company and/or RTA are not permitted to give effect to transfer of shares held in physical mode. For any help the shareholders may contact the Vice President and Company Secretary at mail id. shambhu.singh@jkcement.com.
26. The Annual Report of the Company shall only be dispatched through email to the Persons, whose names are recorded in the Register of Members, maintained by RTA.
27. The remote e-Voting period commences on **15th July 2025 at 9:00 A.M. (IST)** and will end on **17th July 2025 at 5:00 P.M. (IST)**. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Only the members whose names appear in the register of members as on **11th July 2025** shall be allowed to cast their votes by remote e-voting. Once the vote on a resolution is cast by any member, the member shall not be allowed to change it subsequently.
28. Members are required to cast their votes by Remote e-voting only during voting period. However, they may attend the AGM through VC/OAVM but shall not be entitled to cast their votes again at AGM.
29. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE-IAD-1/P/ CIR/2023/2023/131 dated 31st July 2023 and SEBI/HO/ OIAE/OIAE-IAD-1/P/CIR/2023/135 dated 4th August 2023, read with Master Circular No. SEBI/HO/OIAE/ OIAE_IAD-1/p/CIR/2023/145 dated 31st July 2023 (updated as on 11th August 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platforms, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr/login>).
30. As per the provisions of the Section 72 of the Act, the facility for making nomination is available for

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- the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and records a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website www.jkcement.com
- Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the RTA in case the shares are held in physical form.
- 31. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on 11th July 2025.
 - 32. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 18th July 2025.
 - 33. A person who is not a Member as on 11th July 2025 should treat this Notice for information purpose only.

34. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING 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 and joining virtual meeting for Individual shareholders holding securities in demat mode


In terms of SEBI circular dated 9th December 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	<div>1. 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 or joining virtual meeting and voting during the meeting.</div> <div>2. 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</div> <div>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with 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 or joining virtual meeting & voting during the meeting.</div> <div>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</div>

NSDL Mobile App is available on

 App Store

 Google Play





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<div>1. Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</div> <div>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</div> <div>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</div> <div>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</div>
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 or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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://](https://eservices.nsdl.com/)

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.

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- 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 Ms. Reena Jakhodia at email id: rjkanpur@gmail.com with a copy marked to evoting@nsdl.co.in/shambhu.singh@jkcement.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sunil Kumble 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 or Manoj.Kumar6@jkcement.com. 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 or Manoj.Kumar6@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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.
2. 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.
3. In terms of SEBI circular dated 9th December 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVENT of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the Meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to Meeting** mentioning their name, demat account number/folio number, email id, mobile number at shambhu.singh@jkcement.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to Meeting** mentioning their name, demat account number/folio number, email id, mobile number at shambhu.singh@jkcement.com. These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

Notice

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 [THE ACT]:

ITEM NO. 4

Pursuant to Regulation 24A and Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Board of Directors of the Company, at its meeting held on 24th May 2025, considered and approved the appointment of M/s. Sanjay Grover & Associates, Practicing Company Secretaries, Firm Registration No. P2001DE052900, Peer Review Certificate No. 6311/2024 as Secretarial Auditors of the Company, with effect from 1st April 2025, for a period of 5 years and fix their remuneration of ₹3,50,000 (Rupees Three Lakhs Fifty Thousand Only) for the FY 2025-26 plus out of pocket expenses, subject to the approval of the Members at the 31st Annual General Meeting of the Company.

The authority to decide the remuneration for the remaining period of the tenure has been delegated to the Board of Directors to be fixed mutually in consultation with the Secretarial Auditors.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned in the aforementioned resolution.

The Board recommends the Ordinary Resolution set forth at item No. 4 for the approval of the Members.

ITEM NO. 5

Pursuant to provisions of section 148 and other applicable provision, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 10,00,000 (previous year ₹ 9,30,000) plus applicable taxes and reimbursement of actual travel and out of pocket expenses for the Financial Year ending on 31st March 2026 as recommended by the Audit Committee and approved by the Board of Directors of the Company in their respective meetings held on 24th May 2025, to be paid to M/s. K.G. Goyal & Company, Cost Accountants, Firm Registration No. 000017, for conducting the cost records audit of the Company’s Cement manufacturing units viz. J.K. Cement Works, Nimbahera, J.K. Cement Works, Mangrol, J.K. White Cement Works, Gotan all situated in the State of Rajasthan, J.K. Cement Works, Jharli, situated in the State of Haryana and J.K. Cement Works, Muddapur, situated in the State of Karnataka, J.K. Cement Works, Balasinor, situated in the State of Gujarat, JK Cement Works, Panna, J.K. Cement Works, Ujjain situated in the State of MP and J.K. Cement Works, Aligarh, JK Cement Works, Hamirpur, J.K. Cement Works, Prayagraj situated in the State of U.P. to be ratified and confirmed by the shareholders.

None of the Director, Key Managerial Personnel of the Company or their relatives are in any way concerned in the aforementioned resolution.

The Board recommends the Ordinary Resolution set forth at item No. 5 for the approval of the Members.

ITEM NO. 6

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Mr. Paul Heinz Hugentobler (DIN 00452691) is a Non-Executive Non Independent Director liable to retire by rotation has attained the age of 76 (Seventy Six) years. He is a Swiss national, he joined Holcim Group Support Ltd. as Project Manager in 1980. He graduated in Civil Engineering from Swiss Federal Institute of Technology, Zurich and Economic Science from Graduate School of Economics and Business of St. Gallen. Served at Holcim Ltd. as Area Manager for the Asia Pacific Region. From 1999 to 2000, he also served as CEO of Siam City Cement (Public) Company Limited, headquartered in Bangkok, Thailand and till now he continues to be a Director. Until his retirement in February 2014, he was appointed as a Member of the Executive Committee of Holcim Ltd. with the responsibility for South Asia and ASEAN except the Philippines. He joined J.K. Cement Ltd. or Company as a Director w.e.f. 17th May 2014.

The Nomination and Remuneration Committee and Board of Directors in their respective meetings has recommended the continuation of appointment of Mr. Paul Heinz Hugentobler as a “Non-Executive Non Independent Director” of the Company, considering his rich experience, expertise and contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Mr. Paul Heinz Hugentobler (DIN 00452691) as a Non-Executive Non Independent Director of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Paul Heinz Hugentobler) is any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth at item No. 6 for the approval of the Members.

ANNEXURE

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, the relevant details of Director seeking re-appointment under Item No. 3 and 6 of the Notice are as below:

BRIEF PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT

Name of Director	Mr. Paul Heinz Hugentobler
DIN	00452691
Age (in years)	76 years
Date of Birth	14 th February 1949
Nationality	Switzerland
Date of Appointment on the Board	17 th May 2014
Qualification	Graduated in Civil Engineering from Swiss Federal Institute of Technology, Zurich and Economic Science from Graduate School of Economics and Business of St. Gallen.
Terms of Appointment	Liable to retire by rotation. Director’s Sitting Fee Commission and Consultancy Fee as may be decided by the Board of Directors.
Expertise in specific functional areas	Expertise in Cement Industries.
Inter-se relationships with directors and key managerial personnel	None
Shareholding in the Company as on 1 st April 2025 (including shareholding as a beneficial owner)	NIL
Listed companies (other than J.K. Cement Limited) in which he holds directorship and committee membership	Dalmia Bharat Ltd. acting as Non Executive Independent Director
Listed Entities from which the Director has resigned in the past 3 years	NA
List of Directorship held in other Companies**	Dalmia Bharat Ltd. acting as Non Executive Independent Director
Number of Board Meeting attended during the year	6 of 6
Chairman/Member in the Committees of the Boards of Companies in which she/he is Directors**	NIL
Existing and Proposed Remuneration (including sitting fees, if any)	Consultancy fee of US \$ 150,000 or equivalent INR 16,00,000 towards Commission and sitting fees of INR 3,00,000 for attending meeting of the board.

**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)