



J. K. Cement Limited

(CIN: L17229UP1994PLC017199)

Registered Office : Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

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POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of J. K. Cement Limited ("the Company") by means of Postal Ballot, through remote electronic voting process ("e-voting") only. The e-voting facility is being provided in accordance with Section 108 and 110 of the Companies Act, 2013, ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with General Circular No. 03/2025 dated September 22, 2025 together with earlier circulars issued by Ministry of Corporate Affairs ("MCA") in this regard ("MCA Circulars"), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") together with earlier circulars issued by SEBI in this regard ("SEBI Circular") and other applicable laws, rules and regulations (including statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.

In compliance with the above and to facilitate Members, the manner of voting on the proposed resolutions is restricted only to e-voting instead of submitting physical postal ballot forms. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Postal Ballot Notice.

The e-voting facility will be available during the following period:

Commencement of E-Voting	9.00 A.M. (IST) on Tuesday, November 11, 2025
End E-Voting	5.00 P.M. (IST) on Wednesday, December 10, 2025

The votes cast after 5:00 p.m. (IST) on Wednesday, December 10, 2025 shall not be considered.

The Board of Directors at its meeting held on Saturday, November 1, 2025 has appointed Mr. S.K. Gupta, Practicing Company Secretary (FCS No.2589 and Certificate No. 1920) as the Scrutinizer failing him Ms. Divya Saxena, Practicing Company Secretary (FCS No. 5639 and Certificate No. 5352), as an Alternate Scrutinizer, who have communicated their willingness to conduct the Postal Ballot e-voting process in a fair and transparent manner.

The Scrutinizer will, after the conclusion of e-voting, scrutinize the votes cast, prepare a report of the votes cast in favour or against, if any, and submit the report to the Company Secretary of the Company, as authorised by the Board. The results of the voting alongwith the Scrutinizer Report will be announced within the prescribed timelines and will be placed on the website(s) of (i) the Company at www.jkcement.com, (ii) NSDL at www.evoting.nsdl.com and will also be displayed at the (iii) Registered Office and Corporate Office of the Company. The results shall be simultaneously submitted to the Stock Exchange(s) and made available at www.bseindia.com and www.nseindia.com. The resolutions shall be deemed to have been passed on Wednesday, December 10, 2025 subject to receipt of the requisite number of votes in favour.



SPECIAL BUSINESS

ITEM NO. 1

TO APPROVE THE APPOINTMENT OF MR. ALOK DHIR (DIN: 00034335) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and Article 96 of the Articles of Association of the Company, on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Mr. Alok Dhir (DIN: 00034335), who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from November 1, 2025 and who has submitted a declaration of independence as provided under Section 149(6) of the Act alongwith the rules framed thereunder and the Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, 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 the term of 5 (Five) consecutive years commencing from November 1, 2025 and ending on October 31, 2030, not liable to retire by rotation, on such terms and conditions as detailed in the statement annexed hereto.

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."

ITEM NO. 2

TO APPROVE THE INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company through postal ballot on May 3, 2024, and pursuant to the provisions of Section 180 (1)(c) and 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 the Articles of Association of the Company and subject to such other approvals as may be required from appropriate authorities, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to borrow, from time to time, any sum or sums of moneys at its discretion on such terms and conditions as the Board may deem fit, not with standing that the moneys to be borrowed by the Company together with the moneys already borrowed (apart from temporary loans, advances and deposits obtained in the ordinary course of business), from the financial institutions, Company's bankers, and / or from any persons, firms, bodies corporate whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured which may exceed the aggregate of the paid-up share capital and free reserves of the Company not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed and outstanding at any time shall not exceed Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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 or doubt that may arise in respect of such borrowings, and to delegate all or any of the above powers to a Committee of Directors or any Director(s) or officer(s) or employee(s) of the Company, as it may consider appropriate."

ITEM NO. 3

TO APPROVE THE CREATION OF SECURITY BY WAY OF CHARGE / MORTGAGE/ HYPOTHECATION AND /OR OTHERWISE PURSUANT TO THE PROVISION OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company through Postal Ballot on May 3, 2024, and pursuant to the provisions of Section 180 (1)(a) and 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, the consent of the Company be and is hereby accorded to the



Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall include its duly authorized Committee or any individual Director) to create mortgage(s)/charge(s)/hypothecation(s) 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, pari passu and/or subordinate to the mortgages/charges/ hypothecations 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 to be obtained from financial institutions, banks, machinery suppliers and/or any other persons or institutions (including trustees for Term Loan/ Debenture holders/ Bond holders FCCB holders), with power to take over the management 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 may deem fit, so that the total outstanding amount secured at any time does not exceed Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only) together with interest, further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other moneys payable by the Company.

RESOLVED FURTHER THAT the Board 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, such 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 any Director(s) or officer(s) of the Company as it may consider appropriate."

Date: November 01, 2025

Place: Gurugram

By Order of the Board of Directors

For J. K. Cement Limited

Sd/-

Bhumika Sood

Company Secretary & Compliance Officer

ICSI Membership No. ACS 19326

Notes:

1. A Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 (the Act), setting out the material facts concerning the Special Businesses set out in the Postal Ballot Notice and the reasons thereof, is annexed hereto.
2. In compliance with MCA Circulars, the Postal Ballot Notice is being sent to the Members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and whose email addresses are registered with the Company / Depository Participant(s) [DP], as on November 7, 2025 (Cut-off Date). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs (MCA) are being sent this Postal Ballot Notice by e-mail to their email IDs registered with their DP / NSDL Database Management Limited (NDML), the Registrar and Transfer Agent (RTA). In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting Postal Ballot forms. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent (FOR) or dissent (AGAINST) of the Members would only take place through the remote e-voting system.
3. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Wednesday, December 10, 2025. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
4. All the relevant documents referred in the Statement under section 102 of the Act are available for inspection from the date of dispatch of this Postal Ballot Notice till the last date for receipt of votes through remote e-voting, i.e. December 10, 2025, at the Registered Office of the Company during business hours (between 2.00 P.M. and 5.00 P.M. IST) on all working days (except Saturdays, Sundays and public holidays). Members may also request electronic inspection by emailing at comp.sec@jkcement.com.
5. Members who have not registered their e-mail IDs may download this Postal Ballot Notice from the website of the



Company www.jkcement.com or NSDL i.e. www.evoting.nsdl.com or may send request to Company Secretary at email id: comp.sec@jkcement.com and RTA at email id: sunilk@ndml.in. The Postal Ballot Notice is also available on the website of the Stock Exchanges i.e. The BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and website of RTA at www.ndml.in.

6. Voting rights of the Members / Beneficial Owner shall be reckoned on the paid-up value of the shares of the Company registered in the names of the Members as on the Cut-off Date.
7. The remote e-voting period shall commence on Tuesday, November 11, 2025 at 9:00 A.M. (IST) and end on Wednesday, December 10, 2025 at 5:00 P.M. (IST). During this period, Members holding shares in physical or demat form as on the Cut-off Date may cast their votes electronically. The e-voting module shall be disabled by NSDL thereafter.
8. Members who have not registered their email IDs are requested to follow the process below for procuring user id and password and registration of e-mail ID for e-voting for the resolutions set out in this Postal Ballot Notice:
 - A. 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), Aadhaar (self-attested scanned copy of Aadhaar card) by email to comp.sec@jkcement.com.
 - B. 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), Aadhaar (self-attested scanned copy of Aadhaar card) to comp.sec@jkcement.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained later in this Postal Ballot Notice.
 - C. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.
 - D. In terms of SEBI Circular dated December 09, 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 DPs. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.
9. 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 his Report on or before 5:00 P.M. on December 12, 2025 to the Company Secretary who shall countersign the same. The result of the Postal Ballot alongwith the Scrutinizer's Report will be announced by the Company Secretary at the Registered Office and Corporate Office of the Company and placed on websites mentioned above.
10. 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>.
11. SEBI has mandated the submission of permanent account number ("PAN"), KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023 and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the RTA at www.ndml.in. The forms for updating the same are available at www.jkcement.com.



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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 3. 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. 4. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 21 09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/>



with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on 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 Step1, 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 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. specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skgupta1903@gmail.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 Mr. Kaushal Kumar, at kaushalk@nsdl.com; evoting@nsdl.com or call at 9918374333.



ANNEXURE TO THE POSTAL BALLOT NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The following Statement sets out all material facts relating to the Special Businesses mentioned in the Postal Ballot Notice:

Item No. 1:

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, vide resolution passed on November 1, 2025, approved the appointment of Mr. Alok Dhir (DIN: 00034335) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for first term of 5 (Five) consecutive years effective from November 1, 2025 to October 31, 2030, not liable to retire by rotation, subject to the approval of shareholders.

Mr. Alok Dhir, aged 64 years, Chartered Accountant and a renowned lawyer, has extensive experience of four decades in corporate commercial and civil law with special focus on Corporate and Financial Restructuring, Insolvency Laws, Takeovers, M&A, Banking Law.

He has promoted one of the first private sector ARC licensed by RBI which is involved in the acquisition and resolution of toxic assets in India with an exemplary track record.

Mr. Alok Dhir is the Managing Partner of Dhir & Dhir Associates a renowned law firm in New Delhi. He is actively involved with regulators and the Government in devising mechanisms for Cross Border Insolvency. He has been a member of the NCLT Rules Formulating Committee and co-opted as a member on the National Committee on Dispute Resolution by CII and has been appointed by the Indian Institute of Corporate Affairs (IICA) on the Panel of Experts for the subject relating to Corporate Rescue and Asset Reconstruction.

He has been bestowed with many awards and has received various accolades for his myriad contribution across the field of insolvency laws. He has been consistently recognized as the leading lawyer for 'Restructuring & Insolvency' in the country by most credited rankings for legal services globally including being featured as an exceptional lawyer in 'The A-List: India's top 100 lawyers' by India Business Law Journal. He has also been interviewed by Forbes Magazine.

Considering his vast knowledge, acumen and expertise, his association with the Company would be of immense benefit to the Company.

The Company has received all statutory disclosures /declarations from Mr. Alok Dhir, including the following:

- Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules");
- Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Act; and
- A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.
- A declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Mr. Alok Dhir fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

A notice under Section 160 of the Act proposing his candidature for the office of Director has also been received. Mr. Alok Dhir is not related to any Directors or any other Key Managerial Personnel of the Company.

The resolution seeks approval of the Members for appointment of Mr. Alok Dhir as a Non-Executive Independent Director of the Company for first term of 5 (Five) consecutive years effective from November 1, 2025 to October 31, 2030 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Mr. Alok Dhir will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees as approved and constituted by the Board of Directors from time to time, reimbursement of expenses for participation in the Board/Committee meetings and further, subject to the provisions of the Act & the Listing Regulations, he will also be entitled to commission as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company.

A copy of the letter of appointment, setting out the terms and conditions of his appointment will be available for electronic inspection by the Members and at the registered office of the Company.

The requisite details of Mr. Alok Dhir as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards (SS-2) are provided in the Annexure – Directors Details to this Postal Ballot Notice.

Except Mr. Alok Dhir himself, none of the Directors and /or Key Managerial Personnel of the Company including their



relatives has concern or interest, financial or otherwise, in the resolution set out in this Postal Ballot Notice.

The Board of Directors recommends, the Special Resolution set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Item Nos. 2 and 3:

The Members of the Company had, by way of Special Resolutions passed through postal ballot on May 3, 2024, authorised the Board of Directors, pursuant to Sections 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013 ("the Act"), to:

- borrow moneys, from time to time, in excess of the paid-up share capital and free reserves of the Company, provided that such borrowings outstanding at any point of time did not exceed Rs. 12,000 Crore (Rupees Twelve Thousand Crore only); and
- create mortgage(s)/ charge(s)/ hypothecation(s) on the movable and immovable properties of the Company, present and future, for securing such borrowings up to the same overall limit.

In view of the Company's expanded business operations, growth plans, proposed long-term funding, enhancement of working-capital facilities, and other capital-expenditure programmes, it is considered necessary to empower the Board to raise additional financial resources, both secured and unsecured, as may be required from time to time.

Accordingly, the Board of Directors proposes to seek Members' approval for:

- increasing the existing borrowing limit from Rs.12,000 Crore (Rupees Twelve Thousand Crore only) to Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only) at any point of time under Section 180(1) (c) of the Act; and
- authorising the creation of charge/ mortgage/ hypothecation on the Company's movable and immovable assets, present and future, for securing such borrowings up to the same aggregate limit under Section 180(1) (a) of the Act.

These authorisations are of an enabling nature and are proposed to ensure adequate flexibility for the Board to avail financial assistance as and when required for the Company's business needs, without seeking Members' approval afresh on each occasion.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2 and 3 of this Postal Ballot Notice.

The Board of Directors recommends, the passing of the Special Resolutions set out at Item Nos. 2 and 3 of the Postal Ballot Notice for approval of the Members.

Date: November 01, 2025

Place: Gurugram

By Order of the Board of Directors

For J. K. Cement Limited

Sd/-

Bhumika Sood

Company Secretary & Compliance Officer

ICSI Membership No. ACS 19326



Annexure Director's Details to this Postal Ballot Notice

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of Companies Act, 2013, in respect of the Directors seeking appointment/re-appointment:

Name of Director	Mr. Alok Dhir
Category of Director	Non-Executive Independent Director
Director Identification No. (DIN)	00034335
Age	64
Date of Birth	February 17, 1961
Nationality	Indian
Date of Appointment on the Board	November 1, 2025
Qualification, Brief resume/ Experience (including expertise in specific functional area)	As detailed in the Explanatory Statement above
Terms and conditions of Appointment / Re-appointment including remuneration	As detailed in this notice and Statement U/s 102 for Item No. 1
Remuneration last drawn (including sitting fees, if any)	NA
Remuneration proposed to be paid	Entitled to sitting fees for Board and Committee meetings attended and commission, in accordance with the Companies Act, 2013, Listing Regulations and Company Policy.
Inter-se relationships with directors and key managerial personnel -	None
Shareholding in the Company as on date of notice (including shareholding as Beneficial owner)	Nil
Listed companies in which he holds directorship and committee membership	None
Listed Entities from which the Director has resigned in the past 3 years	Ester Industries Limited
List of directorships held in other Companies*	Public Companies 1.Alchemist Asset Reconstruction Company Limited Private Companies 1. Entry India Projects Private Limited 2. Shiva Consultants Private Limited 3. Frontier Lifeline Private Limited 4. Cygnet Projects Private Limited 5. Aquamarine Synthetics and Chemicals Private Limited 6. Destinationindia Projects Private Limited 7. Turquoise Metals and Electricals Private Limited 8. Sri Parthasarathy Infrastructure Private Limited 9. Ammadoes Trading and Consultants Private Limited 10. Dhir Hotels and Resorts Private Limited 11. Triton Projects India Private Limited 12. Power Metal and Alloys Private Limited 13. Annalakshmi Trading Private Limited 14. Varahalakshmi Infrastructure Private Limited
Number of Board Meetings attended during the year	Not Applicable
Chairman / Member in the Committees of the Boards of Companies in which he is Director	None

