

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L17229UP1994PLC017199

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCJ0355R

(ii) (a) Name of the company

J. K. CEMENT LIMITED.

(b) Registered office address

KAMLA TOWER
KANPUR
Uttar Pradesh
208001
India

(c) *e-mail ID of the company

shambhu.singh@jkcement.cor

(d) *Telephone number with STD code

05122332665

(e) Website

www.jkcement.com

(iii) Date of Incorporation

24/11/1994

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LTD.	1,024

(b) CIN of the Registrar and Transfer Agent

U72400MH2004PLC147094

Pre-fill

Name of the Registrar and Transfer Agent

NSDL DATABASE MANAGEMENT LIMITED

Registered office address of the Registrar and Transfer Agents

4TH FLOOR TRADE WORLD A WINGKAMLA MILLS COMPOUND
LOWER PAREL (W)

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

11/08/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	J.K. CEMENT (FUJAIRAH)FZC (JI		Subsidiary	100
2	J.K. CEMENT WORKS (FUJAIRAH		Subsidiary	90

3	JAYKAYCEM (CENTRAL) LIMITE	U72305UP1987PLC009162	Subsidiary	100
4	JK MAXX PAINTS LIMITED	U24299UP2022PLC162390	Subsidiary	100
5	ACRO PAINTS LIMITED	U24119DL1989PLC036308	Subsidiary	60

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	80,000,000	77,268,251	77,268,251	77,268,251
Total amount of equity shares (in Rupees)	800,000,000	772,682,510	772,682,510	772,682,510

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
equity				
Number of equity shares	80,000,000	77,268,251	77,268,251	77,268,251
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	800,000,000	772,682,510	772,682,510	772,682,510

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	261,525	77,006,726	77268251	772,682,510	772,682,510	
Increase during the year	0	33,044	33044	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify conversion from physical to demat		33,044	33044			
Decrease during the year	33,044	0	33044	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify conversion from physical to demat	33,044		33044	0	0	
At the end of the year	228,481	77,039,770	77268251	772,682,510	772,682,510	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE823G01014

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☒ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	13/08/2022
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Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
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	Surname	middle name	first name
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Ledger Folio of Transferee	
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Transferee's Name			
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	3,840	1000000	3,840,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			3,840,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	4,580,000,000	1,000,000,000	1,740,000,000	3,840,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

89,985,990,000

(ii) Net worth of the Company

47,015,028,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,346,687	5.63	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	31,050,978	40.19	0	
10.	Others person acting in concert	11,388	0.01	0	
	Total	35,409,053	45.83	0	0

Total number of shareholders (promoters)

12

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	10,822,058	14.01	0	
	(ii) Non-resident Indian (NRI)	555,629	0.72	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	20	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,119,168	1.45	0	
4.	Banks	3,794	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	100	0	0	
7.	Mutual funds	16,225,935	21	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	808,773	1.05	0	
10.	Others TRUST+CLEARING MEMBER	12,323,721	15.95	0	
	Total	41,859,198	54.18	0	0

Total number of shareholders (other than promoters)

75,751

**Total number of shareholders (Promoters+Public/
Other than promoters)**

75,763

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MORGANSTANLEY DE	STANDARD CHARTERED BANK,3RD			100	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	90,698	75,760
Debenture holders	14	15

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	2	2	2	0.64	4.38
B. Non-Promoter	1	9	1	9	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	7	0	7	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	11	3	11	0.64	4.38

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

15

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DR. RAGHAVPAT SINGH	02426556	Managing Director	250,210	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MADHAVKRISHNA SIN	07022433	Whole-time directo	250,210	
SUSHILA DEVI SINGH/	00142549	Director	3,335,957	
DR. KRISHNA BEHARI	00339934	Director	300	
PAUL HEINZ HUGENT	00452691	Director	0	
SUDHIR JALAN	00111118	Director	0	
DR. NIDHIPATI SINGH/	00171211	Director	44,928	
AJAY KUMAR SARAOC	00130805	Whole-time directo	3,340	
DEEPA GOPALAN WAI	07862942	Director	0	
ASHOK SINHA	00070477	Director	10	
AJAY NARAYAN JHA	02270071	Director	0	
SAURABH CHANDRA	02726077	Director	0	
MUDIT AGGARWAL	07374870	Director	0	
SATISH KUMAR KALR/	01952165	Director	0	
SHAMBHU SINGH	ALUPS1039E	Company Secretar	5	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DR. KRISHNA BEHARI	00339934	Director	31/03/2023	cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	13/08/2022	86,238	57	57.38

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/05/2022	14	14	100
2	13/08/2022	14	14	100
3	12/11/2022	14	13	92.86
4	05/02/2023	14	13	92.86

C. COMMITTEE MEETINGS

Number of meetings held

23

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	21/05/2022	5	5	100
2	AUDIT COMM	13/08/2022	5	5	100
3	AUDIT COMM	12/11/2022	5	4	80
4	AUDIT COMM	05/02/2023	5	5	100
5	NOMINATION	20/05/2022	5	5	100
6	CORPORATE	20/05/2022	5	4	80
7	CORPORATE	11/11/2022	5	4	80
8	RISK MANAG	12/08/2022	5	5	100
9	RISK MANAGI	03/02/2023	5	5	100
10	STAKEHOLDE	20/05/2022	5	5	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	11/08/2023
								(Y/N/NA)

1	DR. RAGHAV	4	4	100	4	3	75	Yes
2	MADHAVKRIS	4	4	100	12	12	100	Yes
3	SUSHILA DEV	4	4	100	12	10	83.33	Yes
4	DR. KRISHNA	4	4	100	22	22	100	Not Applicable
5	PAUL HEINZ I	4	4	100	0	0	0	Yes
6	SUDHIR JALA	4	3	75	1	1	100	Yes
7	DR. NIDHIPA	4	3	75	4	3	75	Yes
8	AJAY KUMAR	4	4	100	10	10	100	Yes
9	DEEPA GOPA	4	4	100	8	8	100	Yes
10	ASHOK SINHA	4	4	100	5	5	100	Yes
11	AJAY NARAY	4	4	100	7	7	100	Yes
12	SAURABH CH	4	4	100	11	11	100	Yes
13	MUDIT AGGA	4	4	100	6	6	100	Yes
14	SATISH KUM	4	4	100	3	3	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DR. RAGHAVPAT	MANAGING DIR	35,022,000	120,000,000	0	6,240,000	161,262,000
	Total		35,022,000	120,000,000	0	6,240,000	161,262,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MADHAVKRISHNA	CEO & WHOLE	29,634,000	120,000,000	0	5,280,000	154,914,000
2	AJAY KUMAR SAR	CFO & WHOLE	45,636,000	40,000,000	0	5,700,000	91,336,000
3	SHAMBHU SINGH	COMPANY SEC	8,836,259	0	0	0	8,836,259
	Total		84,106,259	160,000,000	0	10,980,000	255,086,259

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUSHILA DEVI SIN	DIRECTOR	0	2,500,000		450,000	2,950,000
2	Dr. KRISHNA BEHA	DIRECTOR	0	1,400,000		775,000	2,175,000
3	SUDHIR JALAN	DIRECTOR	0	1,400,000		175,000	1,575,000
4	PAUL HEINZ HUGO	DIRECTOR	12,255,499	1,400,000		200,000	13,855,499
5	DEEPA GOPALAN	DIRECTOR	0	1,400,000		425,000	1,825,000
6	SAURABH CHAND	DIRECTOR	0	1,400,000		500,000	1,900,000
7	ASHOK SINHA	DIRECTOR	0	1,400,000		350,000	1,750,000
8	Dr. NIDHIPATI SIN	DIRECTOR	0	2,000,000		225,000	2,225,000
9	AJAY NARAYAN JH	DIRECTOR	0	1,400,000		400,000	1,800,000
10	MUDIT AGGARWA	DIRECTOR	0	1,400,000		375,000	1,775,000
11	SATISH KUMAR KA	DIRECTOR	0	1,400,000		275,000	1,675,000
	Total		12,255,499	17,100,000	0	4,150,000	33,505,499

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

G.K. BANTHIA

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

1405

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

AJAY
KUMAR
SARAOGI
Digitally signed by
AJAY KUMAR
SARAOGI
Date: 2023.10.05
15:23:53 +05'30'

DIN of the director

00130805

To be digitally signed by

SHAMBHU
U SINGH
Digitally signed by
SHAMBHU SINGH
Date: 2023.10.05
15:36:52 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

5836

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT 8 2023.pdf

Committee meetings.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company