

Notice of the 32nd Annual General Meeting

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting ('**AGM/Meeting**') of Members of J. K. Cement Limited ('**the Company**') will be held on **Friday, the 17th day of July 2026 at 11.00 A.M. (IST)** through Video Conferencing ('**VC**')/Other Audio-Visual Means ('**OAVM**') to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Kamla Tower, Kanpur - 208001, Uttar Pradesh.

ORDINARY BUSINESS

1. To receive, consider and adopt the:

- a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."
- b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the reports of Auditors thereon, and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To declare a final dividend on Equity Shares of the Company for the financial year ended March 31, 2026, and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a final dividend of ₹ 20 (200%) on each fully paid-up equity share of a face value of ₹ 10 each of the Company for the year ended March 31, 2026, as recommended by the Board of Directors, be and is hereby declared and approved and the same be paid out of the profits of the Company."
3. To appoint a director in place of Mrs. Sushila Devi Singhania (DIN: 00142549), Non-Executive Non-Independent Director who retires by rotation and being eligible, offers herself for re-appointment, and

in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mrs. Sushila Devi Singhania (DIN: 00142549), who retires by rotation and being eligible, has offered herself for re-appointment be and is hereby reappointed as a Non-Executive Non Independent Director of the Company."

4. To appoint a director in place of Dr. Nidhipati Singhania (DIN: 00171211), Non-Executive Non Independent Director who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Dr. Nidhipati Singhania (DIN: 00171211), who retires by rotation and being eligible, has offered himself for re-appointment be and is hereby reappointed as a Non-Executive Non Independent Director of the Company."

SPECIAL BUSINESS

5. To consider, and if thought fit, to approve continuation of directorship of Mrs. Sushila Devi Singhania (DIN: 00142549) as Non-Executive Non-Independent Director of the Company, and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the continuation of directorship of Mrs. Sushila Devi Singhania (DIN: 00142549), aged 90 years, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.
RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."
6. To consider, and if thought fit, to appoint Mr. Mudit Aggarwal (DIN: 07374870) as a Non-Executive Independent Director of the Company, and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17, Regulation 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Mudit Aggarwal (DIN: 07374870), who was appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from August 14, 2021 to August 13, 2026 (both days inclusive) by the shareholders 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 Director, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second and final term of 5 (five) consecutive years effective immediately after expiry of his current term on August 13, 2026 i.e. from August 14, 2026 to August 13, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the Listing Regulations, Mr. Mudit Aggarwal shall be entitled to receive the remuneration, by way of sitting fees and profit-linked commission, as permitted to be received in the capacity of a Non-Executive Independent Director, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time, within the overall limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. To consider, and if thought fit, to appoint Dr. Sameer Sharma (DIN: 02749958) as a Non-Executive Independent Director, for first term of five consecutive years, and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161(1) and other applicable provisions of the Companies Act, 2013 ('the Act'),

read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, Dr. Sameer Sharma (DIN: 02749958), who was appointed as an Additional Director of the Company with effect from May 23, 2026, pursuant to Section 161 of the Act and who has submitted the declaration that he meets the criteria for Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who holds office up to the date of this Annual General Meeting, 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 Director, be and is hereby appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from May 23, 2026 till May 22, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the Listing Regulations, Dr. Sameer Sharma shall be entitled to receive the remuneration, by way of sitting fees and profit-linked commission, as permitted to be received in the capacity of a Non-Executive Independent Director, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time, within the overall limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8. To consider, and if thought fit, to ratify the remuneration payable to M/s. K.G. Goyal & Company, the Cost Auditors, for the financial year ending March 31, 2027, and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Members of the Company do hereby ratify the remuneration of ₹ 14,60,000 (Rupees Fourteen Lakh Sixty Thousand Only) in

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addition to applicable taxes and reimbursement of out of pocket expenses, at actuals, to M/s. K.G. Goyal & Company, Cost Accountants (Firm Registration No: 000017), who were appointed by the Board of Directors, of the Company on the recommendation of Audit Committee, as Cost Auditors, to conduct the audit of the cost records maintained by the Company, for the financial year ending March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**By order of the Board of Directors
For J. K. Cement Limited**

Sd/-
Bhumika Sood

Company Secretary and
Compliance Officer
Membership No. ACS 19326

Date: May 23, 2026
Place: Gurugram

Registered Office:

Kamla Tower, Kanpur - 208001,
Uttar Pradesh, India

NOTES

Virtual Meeting

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with the subsequent circulars issued from time to time in this regard, the latest one being General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars'), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') till further notice. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('the Listing Regulations') and MCA Circulars, the 32nd AGM of the Company shall be conducted through VC/OAVM. National Securities Depository Limited ('NSDL') will be providing facilities in respect of:
 - a) voting through remote e-voting;
 - b) participation in the AGM through VC/OAVM facility;
 - c) e-voting during the AGM.

The procedure for participating in the meeting through VC/OAVM is explained in Notes below and is also available on the website of the Company at www.jkcement.com.

2. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from December 13,

2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM pursuant to the MCA Circulars, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

Authorised Representative

3. Institutional / Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at sanjaygrover7@gmail.com and to evoting@nsdl.com. Institutional/ Corporate members (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" as displayed under "e-Voting" tab in their login.

Statement Pursuant to Section 102(1)

4. The Statement pursuant to Section 102(1) of the Act setting out the material facts with respect to the Special Businesses to be transacted at the 32nd AGM is annexed hereto.

Details of Directors seeking appointment/ re-appointment

5. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at the AGM forms part of the Notice. Requisite declarations have been received from the Directors seeking appointment/ re-appointment. The Managing Director, Joint Managing Director and Independent Directors of the Company are not liable to retire by rotation.

Dispatch of Annual Report

6. In accordance with the circulars issued by MCA and SEBI, the Notice of the 32nd AGM along with the Integrated Annual Report for the financial year 2025-26 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent ('RTA') or the Depository Participants ('DPs'). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the web-link, including the exact path from where the Integrated Annual Report for financial year 2025-26 can be accessed.

7. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN linked with Aadhaar, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to sunilk@ndml.in or investor.ndmlrta@ndml.in

NSDL Database Management Limited ('NDML')
Unit: J. K. Cement Limited,
4th Floor, Tower 3,
One International Center,
Senapati Bapat Marg, Prabhadevi, Mumbai - 400 013;
Contact No: 022-49142578/2700.

Process for registration of e-mail id to obtain electronic copy of Annual Report

8. Members holding shares in dematerialised (demat) mode are requested to register / update their e-mail ids with their relevant DPs. In case of any queries / difficulties in registering the e-mail ids with their DPs, Members may write to the Company's RTA at sunilk@ndml.in or investor.ndmlrta@ndml.in.

Process for obtaining physical copy of Annual Report

9. As per Listing Regulations, physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Integrated Annual Report for the financial year 2025-26, may write to the Company at comp.sec@jkcement.com, requesting for the same by providing their holding details.
10. The Notice of the 32nd AGM along with Integrated Annual Report for the financial year 2025-26, is available on the website of the Company at www.jkcement.com, on the websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.

Procedure for inspection of documents

11. All material documents referred to in the Notice and the Statement under Section 102 of the Act shall be available at the Registered Office of the Company for inspection without any fee on all working days, during normal business hours 9:00 A.M. to 5:00 P.M. (IST) from Friday, June 26, 2026 to Friday, July 17, 2026. Members seeking to inspect such documents electronically may send their request to comp.sec@jkcement.com and the relevant documents shall be made available electronically for inspection.
12. During the AGM, the following documents shall be available for inspection at www.jkcement.com

- Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act.
- Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act.
- All other documents referred to in the Notice.

Procedure for remote e-voting and e-voting during the AGM

13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations and applicable Circulars, the Company is pleased to provide to its Members, the facility to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with NSDL, as the authorised agency for facilitating voting through electronic means. The facility of casting votes by Members using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
14. The Company has appointed Mr. Kapil Dev Taneja, Partner of M/s. Sanjay Grover & Associates, Practicing Company Secretaries (C.P No. 22944), or failing him Mr. Neeraj Arora, Partner of M/s. Sanjay Grover & Associates (C.P. No. 16186), Practicing Company Secretaries, to act as the Scrutinizer(s), to scrutinize the entire e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed.
15. Remote e-voting - Key Dates:

Cut-off date	Friday, July 10, 2026
For determining the members entitled to vote	
Book closure dates	Saturday, July 11, 2026 to Friday, July 17, 2026 (both days inclusive)
Period during which the Register of Members and Share Transfer Books of the Company shall remain closed	
Remote e-voting period	Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location
Start Date and Time	Tuesday, July 14, 2026 9:00 A.M. (IST)
End Date and Time	Thursday, July 16, 2026 5:00 P.M. (IST)

16. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.

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17. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, July 10, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com.

Procedure for remote e-voting

18. For Individual Members holding shares in demat mode:

Steps For Members holding shares with DP registered with NSDL

- A For Members registered on NSDL IDeAS facility**
1. The NSDL IDeAS facility can be accessed either on Laptop or Mobile by typing the URL <https://eservices.nsdl.com/>.
 2. Once the e-Services home page appears, click on 'Beneficial Owner' under the IDeAS Section.
 3. User ID and Password are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.
 4. After successful authentication, click on 'Access to e-voting' under e-voting services.
 5. Click on link placed under 'Actions' against the Company for which the Member wishes to exercise e-voting for casting the vote during the remote e-voting period or for voting during the AGM.

Members who are not already registered and wish to register for NSDL IDeAS facility

Option of Direct Registration for IDeAS facility is available at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- B For Members not registered on NSDL IDeAS facility**
1. The NSDL e-voting website can be accessed either on Laptop or Mobile by typing the URL <https://www.evoting.nsdl.com/>.
 2. Once the e-voting page appears, click on 'Login' under the 'Shareholder/Member' Section.
 3. For logging in, User ID (i.e. 16-digit NSDL demat account number) and Password / OTP and a Verification Code, are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.
 4. After successful authentication, the Member will be redirected to the IDeAS e-voting page.
 5. Click on link placed under 'Actions' against the Company for which the Member wishes to exercise e-voting for casting the vote during the remote e-voting period or for voting during the AGM.

'NSDL Speede' Mobile App for e-voting

For a seamless e-voting experience, Members can also download the 'NSDL Speede' App by scanning the below QR code:

NSDL Mobile App is available on



Steps For Members holding shares with DP registered with CDSL

- A For Members registered on CDSL Easi / Easiest**
1. The CDSL e-voting facility, viz. Easi / Easiest, can be accessed either on Laptop or Mobile by typing the URL <https://web.cdslindia.com/myeasitoken/Home/Login>.
 2. User ID and Password are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.
 3. After successful authentication, Members are required to click on NSDL, being the e-voting service provider, and choose the Company for which they wish to cast their vote.

Members who are not already registered and wish to register for CDSL Easi / Easiest facility

Option of Direct Registration for Easi/Easiest facility is available at <https://web.cdslindia.com/myeasitoken/Home/Login>.

Steps For Members holding shares with DP registered with CDSL**For Members not registered on CDSL Easi / Easiest facility**

1. Members can directly access the e-voting page by typing the URL <https://www.evotingindia.com/> either on Laptop or Mobile.
2. Members are required to provide their demat account number and PAN. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.
3. After successful authentication, click on link for e-voting against the Company for which the Member wishes to cast their vote.

Securities held in demat mode - login through depository participants

- A. Members can also login using the login credentials of their demat account through their DP registered with NSDL/CDSL for e-voting facility. After logging in, the e-voting option will appear.
- B. Once Members click on the e-voting option, they will be redirected to the website of NSDL/CDSL. After successful authentication, they can click on options available against the Company for which the Member wishes to exercise e-voting for casting the vote during the remote e-voting period or for voting during the AGM.

Important Note: Members who are unable to retrieve User ID / Password are advised to use the 'Forgot User ID / Password' option.

Advisory for Members	NSDL	CDSL
In order to access e-voting facility, Members are requested to update their Mobile Number and e-mail id in their demat accounts through their DPs.	e-mail id: evoting@nsdl.com Phone no.: 022 - 4886 7000	e-mail id: helpdesk.evoting@cdslindia.com Phone No.: 1800 21 09911
For Technical Assistance, Members facing any technical issues related to e-voting may reach out to helpdesk of the respective depositories at the contacts given hereinafter.	Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP).	

For other than Individual Members holding shares in demat mode and for Members holding shares in physical mode:**Steps****For Members registered on NSDL IDeAS facility**

1. Members who have registered for NSDL e-services i.e. IDeAS, can log-in using the URL <https://eservices.nsdl.com/> with their existing IDeAS login.
2. Once Members log-in to NSDL e-services with their log-in credentials, they can click on e-voting and select the Company for which they wish to cast their vote during the remote e-voting period or for voting during the AGM.

For Members not registered on NSDL IDeAS facility

1. The NSDL e-voting website can be accessed either on Laptop or Mobile by typing the URL <https://eservices.nsdl.com/>.
2. Once the e-voting page appears, click on 'Login' under the 'Shareholder/ Member' Section.
3. For logging in, User ID (i.e. 16-digit NSDL demat account number) and Password / OTP and a Verification Code, are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.

Your User ID details are given below:

Manner of holding shares	User ID
a. For Members holding 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 mode.	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***.

How to retrieve the Initial Password?

Members holding shares in demat mode would have received an e-mail from NSDL with the Initial Password in a pdf attachment, on their registered e-mail ids.

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The password to open the pdf:

- for shares held in NSDL account: 8-digit Client ID,
- for shares held in CDSL account: last 8 digits of Client ID
- for shares held in physical mode: folio number.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

Members who are not able to retrieve the password, can send a request at evoting@nsdl.com mentioning their demat account number / folio number, PAN, name and registered address.

Note: It is strongly recommended that Members take utmost care to keep their password confidential and not to share their password with any other person. Login to the e-voting system shall be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members are advised to use the 'Forgot User Details/Password' or Physical User Reset Password' option available on <https://www.evoting.nsdl.com/> to reset the password.

How can Members verify that their votes have been cast successfully?

- A. After selecting appropriate options i.e. assent or dissent and after verifying / modifying the number of shares for which the votes are to be cast, click on 'Submit' and also 'Confirm' when prompted.
- B. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- C. Once Members confirm their votes on the resolution(s), they will not be allowed to modify their votes.

Procedure to join the AGM on NSDL e-voting system

19. After successful authentication, Members need to click on 'VC/OAVM' link placed under 'Join Meeting' for joining virtual meeting.
20. Members are encouraged to join the Meeting through Laptops for better experience.
21. Please note that Members connecting from mobile devices, tablets or laptops via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
22. For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 minutes before the time scheduled for the AGM. The joining link shall be kept open throughout the proceedings of the AGM.
23. Members, who need assistance before or during the AGM, may send a request at evoting@nsdl.com or contact at 022 - 4886 7000.

Procedure for e-voting during the AGM

24. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
25. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.
26. 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.
27. In case of any queries, Members 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.

Procedure for Members whose e-mail ids are not registered with the DPs for procuring User ID and Password and registration of e-mail id for e-voting

28. Members whose shares are held in physical mode are requested to send the following details/documents at evoting@nsdl.com, investor.ndmlrta@ndml.in or comp.sec@jkcement.com
 - Name of the Shareholder
 - Folio No.
 - Self-attested copy of PAN and address proof
 - Copy of Share Certificate (front and back)
29. Members whose shares are held in demat mode are requested to send the following details/documents at evoting@nsdl.com, investor.ndmlrta@ndml.in or comp.sec@jkcement.com.
 - Name of the Shareholder
 - 16-digit DP ID Client ID or Beneficiary ID
 - Self-attested copy of PAN and address proof
 - Copy of Client Master List or Consolidated Account Statement

E-voting results

30. The Scrutinizer will, after conclusion of e-Voting at the AGM, scrutinize the votes cast at the Meeting through e-Voting and remote e-Voting and make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairperson of the Meeting or a person authorised by him/her in writing who shall countersign the same. The Chairperson or any other person authorised by the Chairperson, shall declare the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutinizer will also be placed on the website of the Company www.jkcement.com, the website of NSDL www.evoting.nsdl.com ('e-voting provider') and shall also

be displayed at the registered and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and available at www.bseindia.com and www.nseindia.com. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

Speaker Registration - Procedure to raise query(ies) or seek clarifications with respect to Annual Report

31. Member(s) who would like to ask questions/ express their views with regard to the financial statements or any other matter to be placed at the AGM, during the AGM, are requested to register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at comp.sec@jkcement.com.
32. The Speaker Registration or the option for posting the questions shall be available from Tuesday, July 14, 2026 from 9:00 A.M. (IST) till Thursday, July 16, 2026 up to 5:00 P.M. (IST). The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

SEBI mandate on KYC Compliance

33. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 as amended, has mandated registration of PAN, KYC details (viz., i. Contact Details, ii. Mobile Number, iii. Bank Account Details, iv. Signature) and Choice of Nomination, by holders of physical securities. Further, Members who hold shares in physical form and whose folios are updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from April 1, 2024.
34. Accordingly, payment of final dividend, subject to approval by the Members at the AGM, shall be made to physical holders only after the abovesaid details are updated in their folios. Members holding shares in physical form are requested to comply with the applicable SEBI requirements relating to updation of PAN, KYC details and nomination details to avoid any delay in receipt of dividend and other investor service requests.
35. Communication in this regard has been sent to all physical holders whose folios are not KYC compliant at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to the Company's RTA, on or before Monday, July 6, 2026 so that the KYC details can be updated in the folios before the cut-off date i.e., Friday, July 10,

2026. ISR Forms can be accessed from our website at www.jkcement.com.

SEBI mandate on issuance of securities only in demat mode

36. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue securities only in demat mode while processing any investor service requests including transmission, issuance of duplicate shares, deletion of name, exchange of shares, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

Dividend related Information

37. Dividend – Key Dates:

Cut-off Date (for determining the Members eligible for dividend)	Friday, July 10, 2026
Date of Payment	On or after Friday, July 17, 2026 (if approved in the AGM)

38. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its RTA cannot act on any request received directly on the same.

Note: Pursuant to applicable SEBI requirements, with effect from April 1, 2024, dividend payments in respect of physical folios are made through electronic mode. Members are once again reminded to update their PAN, KYC details, and Nomination details by submitting the relevant ISR Forms before the cut-off date to ensure timely receipt of dividends.

Tax related guidance

39. Members may note that as per the Income Tax Act, 2025, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ('TDS') from the dividend paid to the Members at the rates prescribed in the Income Tax Act, 2025. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 2025 and Rules thereunder.

- a) For Resident Members:** Tax at source shall be deducted under Section 393(1) [Table: S. No. 7] of the Income Tax Act, 2025 @ 10% on the amount of dividend declared and paid by the Company during financial year 2026-27, subject to PAN details registered/ updated by the Member. If PAN is not registered/ updated in the demat account/ folio as on the cut-off date, TDS would be deducted @ 20% as per Section 397(2) of the Income Tax Act, 2025.

No tax at source is required to be deducted, if aggregate dividend paid or likely to be paid during the financial year to individual Member does not exceed ₹ 10,000 (Rupees Ten Thousand only).

In case of individual shareholders, who are mandatorily required to have their PAN-Aadhaar linked and have not done so, their PAN would be considered as inoperative. Such inoperative PANs would be considered as invalid and a higher TDS rate as per Section 397(2) of the Income Tax Act, 2025 would be applied. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking the validity of PANs / inoperative PANs under Section 397(2) of the Income Tax Act, 2025. Further, in cases where the Member provides Form 121 (Declaration under Section 393(6) for receipt of certain incomes without deduction of tax), provided that the eligibility conditions are being met, no TDS shall be deducted, subject to the PAN of the Member not having an 'In-operative' status as per provisions of Section 262 of the Income Tax Act, 2025.

Further, in case PAN of any Member falls under the category of 'In-operative', the Company shall deduct TDS @ 20% as per Section 262 read with Section 397(2) of the Income Tax Act, 2025.

Further, in case of resident member having valid certificate issued under Section 395(1) of the Income Tax Act, 2025, TDS will be deducted at the rate mentioned in the certificate; provided the Member submits copy of the certificate obtained from the income-tax authorities.

- b) For Non-resident Members:** Tax at source shall be deducted under Section 393(2) [Table: S. No. 17] of the Income Tax Act, 2025 at the applicable rates. As per the relevant provisions of the Income Tax Act, 2025, the withholding tax shall be @ 20% (plus applicable surcharge and cess) on the amount of dividend payable to Non-resident Members.

Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source @ 20% (plus

applicable surcharge and cess) under Section 393(2) [Table: S. No. 17] of the Act of the Income Tax Act, 2025. In case of Non-resident Member having valid certificate issued under Section 395(2) of the Income Tax Act, 2025, TDS will be deducted at the rate mentioned in the certificate; provided the Member submits copy of the certificate obtained from the income tax authorities.

As per Section 159 of the Income Tax Act, 2025, Non-resident Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement ('DTAA' or 'Tax Treaty'). To avail the Tax Treaty benefits, the Non-resident Member will have to provide the following:

- Self-attested copy of Tax Residency Certificate ('TRC') obtained from the tax authorities of the country of which the Non-resident Member is a resident valid for the tax year 2026-27.
- Electronically generated Form 41.
- Self-attested copy of the PAN allotted by the Indian income-tax authorities, if any.
- Self-declaration certifying the following points:
 - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2026-27;
 - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
 - v. Member does not have a taxable presence or permanent establishment in India during financial year 2026-27.

- c) For all Members:** In the event of any income tax demand (including interest, penalty etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company, and also provide the Company with all information / documents and co-operation in any proceedings.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as

applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

In case of any discrepancy in documents submitted by the Member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

In case of joint Members, the Member named first in the Register of Member is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

40. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-resident Member.
41. In order to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, Members are requested to provide the aforesaid details and documents on or before Monday, July 6, 2026. No communication on the tax determination/ deduction shall be entertained post Monday, July 6, 2026. Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there would still be an option available to the Member to file the return of income and claim an appropriate refund, if eligible.
42. In accordance with the provisions of the Income Tax Act 2025, TDS certificates can be made available to the Members at their registered email ID after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.

Information relating to unpaid or unclaimed dividends (Investor Education and Protection Fund)

43. As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends which remain unpaid or unclaimed by the shareholder for a period of 7 (seven) years shall be transferred to the Investor Education and Protection Fund ('IEPF'). The Company, accordingly, transferred ₹ 23,34,779 being the unpaid and unclaimed dividend amount pertaining to Dividend 2017-18 to the IEPF during the Financial Year 2025-26.
Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of 7 (seven) consecutive years, to the demat account of IEPF Authority. Accordingly, during the year under report 12,776 Equity Shares were transferred to the IEPF in compliance with Section 124 of the Act.
44. Members who have not encashed their dividend pertaining to Dividend 2018-19 are advised to write to the Company immediately for claiming dividends declared by the Company.
45. The detailed dividend history with due dates for transfer to IEPF and shareholder wise details of the unpaid or unclaimed amounts lying with the Company as on March 31, 2026 are available on the website of the Company www.jkcement.com and on MCA's website.
46. Members are requested to access the above link to check if any unpaid or unclaimed dividends are lying with the Company against their holdings. Members are then requested to contact the Investor Service Department of the Company / Company's RTA for encashing their unclaimed dividends, if any.
47. Members whose dividends and/or shares are already transferred to the IEPF Authority may claim the same from the IEPF Authority by following the refund procedure prescribed under the applicable provisions of the Act and the IEPF Rules. The detailed procedure and relevant forms are available on the website of the IEPF Authority www.iepf.gov.in and also on the website of the Company at www.jkcement.com.

General Information

48. It is reiterated that Members take utmost care to keep their password confidential and not to share their password with any other person.
49. 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 Chairperson 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.
50. 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.
51. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/131 dated July 31, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 and SEBI/HO/OIAE/OIAE_IAD-3/P/ CIR/2023/191 dated December 20, 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 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

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to resolve their grievances with the RTA/Company directly and through existing SCORES platforms, the investors can initiate dispute resolution through the ODR Portal.

52. Securities and Exchange Board of India (SEBI), vide its Circular HO/38/13/11(2)2026-MIRSD-POD/II/3750/2026 dated January 30, 2026 ('SEBI Circular') has opened another special window for a period of one year from February 5, 2026 to February 4, 2027 for re-lodgment of transfer and dematerialisation (demat) of physical securities which were sold/purchased prior to April 1, 2019.

The said special window shall be available for transfer requests which were earlier lodged but were rejected, returned or remained unattended due to deficiency in documentation /process / or otherwise, subject to fulfilment of the requirements prescribed under the said SEBI Circular.

Such securities transferred under this facility shall be credited only in dematerialised form and shall remain under lock-in for a period of one year from the date of registration of transfer. During the said lock-in period such securities shall not be transferred / lien marked or pledged.

53. Shareholders who have missed the earlier deadline for re-lodgment of transfer deeds are encouraged to avail this opportunity by submitting the requisite documents to the Company's RTA.

Alternatively, investors may also contact the Company at its Registered Office for assistance. For further details, investors may refer the SEBI Circular available at <https://www.jkcement.com/wp-content/uploads/2026/02/SEBI-circular-special-window-for-transfer-and-dematerialisation-of-physical-securities.pdf?pid=25798>

54. The recorded transcript of this AGM shall, as soon as possible, be made available on the website of the Company.

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')

ITEM NO. 5

Mrs. Sushila Devi Singhania (aged 90 years) has been a valued member of the Board of Directors since July 26, 2014. In accordance with the provisions of Section 152(6) of the Companies Act, 2013 ('the Act'), she is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and, being eligible, has offered herself for re-appointment.

Further, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a listed entity cannot

appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed by the shareholders to that effect. The Company had previously sought and obtained the approval of the Shareholders by way of a Special Resolution at the Annual General Meeting held on August 3, 2019 and August 11, 2023. As she is now retiring by rotation and seeking re-appointment, the Company seeks fresh approval from the Shareholders by way of a Special Resolution for her continuation and re-appointment as a Non-Executive Director.

Mrs. Singhania is a veteran member of the Board and has been associated with the Company for several decades. The Board acknowledges that her mentorship, deep institutional knowledge, strategic guidance, and significant contribution towards the Company's social welfare initiatives continue to be of immense value to the Company.

Based on a satisfactory performance evaluation and considering her extensive experience and continued effectiveness, the Nomination and Remuneration Committee ('NRC') and the Board of Directors, at their respective meetings held on May 22, 2026, and May 23, 2026, have recommended her re-appointment as a Non-Executive Director.

The Company has received the requisite consent and statutory disclosures from Mrs. Sushila Devi Singhania, confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further, she has confirmed that she is not debarred from holding the office of Director by virtue of any order passed by SEBI, the Ministry of Corporate Affairs, or any other statutory authority.

As a Non-Executive Director, Mrs. Singhania shall be entitled to receive sitting fees for attending meetings of the Board and its Committees, along with commission and reimbursement of expenses, in accordance with the criteria approved by the Board and within the overall limits approved by the Shareholders.

Additional details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure - I** to this Notice.

Except for Mrs. Sushila Devi Singhania and her relatives, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution. Mrs. Singhania abstained from discussions and voting on the matter concerning her re-appointment at the Board meeting.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

ITEM NO. 6

Mr. Mudit Aggarwal (DIN: 07374870) was appointed as a Non-Executive Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Members of the Company through postal ballot dated August 26, 2021, to hold office for a term of 5 (five) years effective from August 14, 2021 to August 13, 2026. Accordingly, his term of appointment concludes on August 13, 2026.

The Nomination and Remuneration Committee ('NRC'), at its meeting held on May 22, 2026, after considering the performance evaluation of Mr. Mudit Aggarwal during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment has recommended to the Board his reappointment for a second term of 5 (Five) years. The Board is of the opinion that Mr. Aggarwal's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

Mr. Mudit Aggarwal holds a Bachelor of Science degree (Double Major in Electrical and Computer Engineering and Business Administration) from Carnegie Mellon University - USA and a diploma in Revenue Management and Dynamic Pricing from Indian Institute of Management - Ahmedabad (2015). He is an experienced corporate leader with exposure across manufacturing, retail and hospitality sectors, and demonstrated track record in driving business transformation and building new business lines. He began his career with Deloitte, USA, and subsequently led operations at Mansingh Hotels and Resorts Limited. In 2013, he founded MMX Foods, which has grown under his leadership into a recognised large-scale bakery and a leading third-party manufacturer supplying to major domestic and international brands. He also serves as Vice Chairperson of the Seth Jai Parkash Mukand Lal Group of Institutions and is actively associated with the Rotary Club of Delhi.

Based on the recommendation of the NRC, the Board of Directors have approved the re-appointment of Mr. Aggarwal as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second and final term of 5 (five) years with effect from August 14, 2026 up to August 13, 2031, subject to the approval of the Members by a Special Resolution.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing the candidature of Mr. Aggarwal for the office of Independent Director. The Company has also received all statutory disclosures / declarations from Mr. Aggarwal including, (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) certificate of Independence declaring he meets the

criteria of independence as provided in the Act and the Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulation, Mr. Aggarwal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Aggarwal has also confirmed that he is not debarred from holding the office of director by virtue of any Securities Exchange Board of India order or any other such authority.

In the opinion of the Board of Directors, Mr. Aggarwal fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as a Non-Executive Independent Director of the Company.

Details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India, is attached as **Annexure - I**.

The copy of draft letter of appointment setting out the terms and conditions of his appointment is available for inspection by the Members electronically.

Save and except Mr. Mudit Aggarwal, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives, is directly or indirectly concerned or interested, financially or otherwise, in the Special Resolution set out in item 6 of the Notice.

The Board of Directors, accordingly, recommends Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

ITEM NO. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on May 23, 2026, approved the appointment of Dr. Sameer Sharma (DIN: 02749958) as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company.

Pursuant to the provisions of the Companies Act, 2013 ('the Act'), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is now sought for his appointment as an Independent Director, not liable to retire by rotation, for a first term of 5 (Five) consecutive years with effect from May 23, 2026, to May 22, 2031.

Dr. Sharma is a distinguished scholar-administrator with a prolific career spanning nearly four decades in public management, governance, and policy formulation. He possesses deep domain expertise in urban development, corporate affairs, and sustainable development. Throughout his illustrious career, Dr. Sharma has been widely recognised for his transformative leadership and his proven ability to optimise underperforming systems to deliver tangible public policy outcomes.

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During his tenure as the Chief Secretary to the Government of Andhra Pradesh (2021–2022), he served as the state's highest-ranking bureaucratic official, leveraging his core strength of unlocking administrative bottlenecks and successfully turning around complex, stalled initiatives. His vast administrative experience ranges from ground-level management across multiple coastal districts to high-level strategic policy roles within the prestigious offices of the Chief Minister of Andhra Pradesh and the Union Commerce Minister during the pivotal economic era of the 1990s. Further, following his retirement in 2022, Dr. Sharma took on critical roles for the Government of Andhra Pradesh, serving as the Chief Executive driving the localised implementation of Sustainable Development Goals (SDGs) and as the Chairperson of the Andhra Pradesh Pollution Control Board, where he pioneered grassroots initiatives for clean air and water.

At present, Dr. Sharma continues to contribute to the public and corporate spheres in various esteemed advisory and academic capacities. He serves as an Executive Advisor to the National Institute of Urban Affairs (NIUA), an expert member on multiple committees for the Ministry of Urban Affairs, an Emeritus Professor, and an active Independent Director and CSR Advisor across various organisations.

Recognising his diverse skills, exceptional leadership capabilities, and profound expertise in ESG and public policy, the Board of Directors considers that his association will be of immense strategic benefit to the Company.

The Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing the candidature of Dr. Sameer Sharma for the office of Director. The Company has also received all requisite statutory disclosures and declarations from Dr. Sharma, including: (i) his consent in writing to act as a Director in Form DIR-2; (ii) an intimation in Form DIR-8 confirming that he is not disqualified under Section 164(2) of the Act; and (iii) a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In terms of Regulation 25(8) of the Listing Regulations, Dr. Sharma has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective, independent judgement. He has further confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any other statutory authority.

In the opinion of the Board of Directors, Dr. Sameer Sharma is a person of high integrity, possesses the requisite expertise and experience, and fulfills all the conditions specified in the Act, the Rules made thereunder, and the Listing Regulations for his appointment as an Independent Director. He is entirely independent of the Management.

Details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India, is attached as **Annexure - I**.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment will be available for inspection by the Members electronically up to the date of the Annual General Meeting.

Save and except Dr. Sameer Sharma and his relatives, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

ITEM NO. 8

The Board of Directors, at its meeting held on May 23, 2026, based on the recommendation of the Audit Committee, approved the appointment of M/s. K.G. Goyal & Company, Cost Accountants (Firm Registration No: 000017), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company, at a remuneration of ₹ 14,60,000 (Rupees Fourteen Lakh Sixty Thousand Only) plus taxes and out-of-pocket expenses at actuals.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice, for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is directly or indirectly concerned or interested, financially or otherwise, in the Ordinary Resolution set out in item 8 of the Notice.

The Board of Directors, accordingly, recommends Ordinary Resolution set out at Item No. 8 of the Notice for the approval of the Members.

**By order of the Board of Directors
For J. K. Cement Limited**

Sd/-

Bhumika Sood

Company Secretary and
Compliance Officer

Membership No. ACS 19326

Date: May 23, 2026

Place: Gurugram

Registered Office:

Kamla Tower, Kanpur - 208 001,
Uttar Pradesh, India

Annexure - I

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	Mrs. Sushila Devi Singhania	Dr. Nidhipati Singhania	Mr. Mudit Aggarwal	Dr. Sameer Sharma
Category of Director	Non-Executive Director	Non-Executive Director	Independent Director	Independent Director
Director Identification Number (DIN)	00142549	00171211	07374870	02749958
Age (in years)	90 years	67 years	40 years	65 years
Date of Birth	August 1, 1935	February 11, 1959	May 05, 1986	November 15, 1961
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	July 26, 2014	May 28, 2021	August 14, 2021	May 23, 2026
Qualification	Graduate in Arts	Master of Commerce and holder of Doctorate Degree	Bachelor of Science (Double Major in Electrical and Computer Engineering and Business Administration) from Carnegie Mellon University - USA and Diploma from Indian Institute of Management - Ahmedabad (IIM-A) on Revenue Management and Dynamic Pricing.	Masters in Community Planning and a Doctorate from the United States. Doctoral thesis in the cross-functional areas of spatial economics, public health and urban planning, D. Litt from the Shankaracharya University, Kanchi, India
Terms of Appointment	Liable to retire by rotation	Liable to retire by rotation	As detailed in Item No. 6 of the Explanatory Statement of this AGM Notice	As detailed in Item No. 7 of the Explanatory Statement of this AGM Notice
Expertise in specific functional areas	Business and Philanthropy	Business acumen in diversified field	As detailed in Item No. 6 of the Explanatory Statement of this AGM Notice	As detailed in Item No. 7 of the Explanatory Statement of this AGM Notice
Inter-se relationships with directors and key managerial personnel	None	Father of Dr. Raghavpat Singhania and Mr. Madhavkrishna Singhania	None	None
Shareholding in the Company as on April 01, 2026 (including shareholding as a beneficial owner)	3335957 Equity Shares	48728 Equity Shares	NIL	NIL
Listed companies (other than J. K. Cement Limited) in which he/she holds directorship and committee membership	NIL	NIL	NIL	NIL

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Name of Director	Mrs. Sushila Devi Singhania	Dr. Nidhipati Singhania	Mr. Mudit Aggarwal	Dr. Sameer Sharma
Listed Entities from which the Director has resigned in the past 3 years	NIL	NIL	NIL	NIL
List of Directorship held in other Companies	Yadu International Private Limited	1. J. K. Maxx Paints Limited 2. Uttar Pradesh Cricket Association 3. Yadu International Private Limited 4. Arremm Holdings Private Limited	1. Food Puddle Private Limited 2. J. K. Cement Saifco Private Limited 3. MMX Foods Private Limited	1. Novopor Advanced Science Private Limited 2. Aplitco Foundation
Number of Board Meeting attended during the year	5 out of 6	6 out of 6	6 out of 6	Not Applicable
Chairperson/Member in the Committees of the Boards of Companies in which she/he is Director	NIL	NIL	J. K. Cement Saifco Private Limited: 1. Nomination and Remuneration Committee - Chairperson 2. Audit Committee - Member	Novopor Advanced Science Private Limited: Corporate Social Responsibility Committee - Member
Existing and Proposed Remuneration (including sitting fees, if any)	Existing - As mentioned in the Corporate Governance Report forming part of the Annual Report for FY 2025-26 Proposed - As per terms and conditions as decided by Board	Existing - As mentioned in the Corporate Governance Report forming part of the Annual Report for FY 2025-26 Proposed - As per terms and conditions as decided by Board	Existing - As mentioned in the Corporate Governance Report forming part of the Annual Report for FY 2025-26 Proposed - As per terms and conditions as decided by Board	Existing - Not applicable Proposed - As per terms and conditions as decided by Board

**By order of the Board of Directors
For J. K. Cement Limited**

Sd/-

Bhumika Sood

Company Secretary and Compliance Officer
Membership No. ACS 19326

Date: May 23, 2026

Place: Gurugram

Registered Office:

Kamla Tower, Kanpur - 208001,
Uttar Pradesh, India