

NOTICE

NOTICE is hereby given that the **82nd Annual General Meeting** of the Members of JK LAKSHMI CEMENT LIMITED will be held on Wednesday, the **17th August 2022 at 2.30 P.M. Indian Standard Time, through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**, to transact the following business:

1. To receive, consider and adopt the audited Financial Statements of the Company (including audited consolidated financial statements) for the Financial Year ended 31st March 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Dr. Raghupati Singhania (DIN: 00036129) who retires by rotation and being eligible, has offered himself for re-appointment.
4. To consider and if thought fit to pass, the following as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provision of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, remuneration of M/s R.J. Goel & Co., the Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year 2022-23 commencing 1st April 2022, of ₹ 1.75 Lakh (Rupees One Lakh and Seventy Five Thousand only) per annum, excluding GST, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the Cost Audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to this Resolution."

5. To consider and if thought fit to pass, the following as a **Special Resolution:**
"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV thereto and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and

Regulation 16 and other relevant provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Sadhu Ram Bansal (DIN:06471984), whose appointment on the Board of Directors as an Additional Director in terms of Section 161(1) of the Act, determines on the date of the present 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 a Director, be and is hereby appointed as an Independent Director of the Company, for a term of three consecutive years with effect from 1st July 2022, not liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may be deemed necessary and/or expedient to give effect to this Resolution."

6. To consider and if thought fit to pass, the following as an **Ordinary Resolution:**
"RESOLVED that pursuant to the provision of Section 161(1) of the Companies Act, 2013 (the Act) and the Rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Arun Kumar Shukla (DIN: 09604989) whose appointment as an Additional Director w.e.f. 1st August 2022 determines on the date of the present 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 a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
7. To consider and if thought fit to pass, the following as a **Special Resolution:**
"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 of the Companies Act, 2013 (the Act)

and Schedule V thereto and the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approval(s) as may be required, appointment of Shri Arun Kumar Shukla (DIN: 09604989) as 'President & Director' of the Company for a period of three years with effect from 1st August 2022, be and is hereby approved on the terms of remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, subject to the overall limits for all managerial persons specified in Section 197(1) and other relevant provisions of the said Act and in the event of inadequacy or absence of profits under Section 197 and other applicable provisions of the said Act, in any financial year, the remuneration comprising salary, perquisites, allowances & benefits and performance linked incentive, as approved herein be paid to him as minimum remuneration in accordance with the provisions of Schedule V to the Act for a period not exceeding three years in the aggregate.

RESOLVED FURTHER that the Nomination and Remuneration Committee/Chairman/Vice Chairman & Managing Director of the Company, be and is hereby authorised to vary and/or revise the remuneration of Shri Arun Kumar Shukla, as President & Director from time to time within the overall limits approved herein and to settle any question or difficulty in connection therewith and incidental thereto."

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

"RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 28th August 2020, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) including any statutory modification or re-enactment thereof for the time being in force, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as the 'Board') for borrowing moneys (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), in excess of the aggregate of paid up share capital of the Company, securities premium and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary and/or expedient for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal

shall not exceed in the aggregate ₹ 4,000 Crore (Rupees Four Thousand Crore) only.

RESOLVED FURTHER that the Board of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution."

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

"RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 28th August 2020, consent of the Company be and is hereby accorded pursuant to the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) including any statutory modification or re-enactment thereof for the time being in force, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as the 'Board') to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, pertaining to any one or more of the Company's Units and any other Undertaking of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said Undertakings of the Company, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial assistance lent, granted and advanced or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount(s) not exceeding ₹ 4,000 Crore (Rupees Four Thousand Crore) only, in the aggregate, on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the Company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said Loans, Debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board of the Company, be and is hereby authorised to finalise the terms and conditions with the Financial Institutions, Banks and other lending Institutions or Funds/ Lenders or Debenture Trustees and the documents for creating

mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution.”

10. To consider and if thought fit to pass, the following as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provision of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and other applicable laws/statutory provisions, if any, the Company’s Policy on Related Party Transactions including any statutory modification or re-enactment thereof, for the time being in force and subject to such approval(s), consent(s) and permission(s) as may be required from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as the ‘Board’) to enter/ continue to enter into Contract(s)/ Arrangement(s)/Transaction(s), whether by way of an individual transaction or series of transactions or otherwise, with Udaipur Cement Works Ltd., a Subsidiary company and Related Party (UCWL) within the meaning of the aforesaid provisions of law, upto a limit of ₹ 1,500 Crore (Rupees Fifteen Hundred Crores) only in the aggregate in each Financial Year, on an annual basis, for a period of five Financial Years

commencing from 1st April 2022 and ending on 31st March 2027, in the ordinary course of Company’s business and on arm’s length basis, in the nature of :
(i) Sale and/or Purchase of Cement, Clinker and Petcoke/Coal, etc. and receipt of Royalty charges;
(ii) Providing financial and other support including by way of extension of guarantee(s) for any loan taken by UCWL (other than for its Expansion Project); and
(iii) Other transactions to meet its business objectives/ requirements, in the normal course of business, on such material terms and conditions as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof and as may be mutually agreed between UCWL and Company from time to time, subject to requisite approval of the Audit Committee, in each relevant financial year(s).

RESOLVED FURTHER that the Board of the Company, be and is hereby authorised to take all necessary actions and to settle any question, difficulty or doubt that may arise, without requiring to secure any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly under the authority of this Resolution, in each financial year; and to do all acts, deeds, matters and things as may be deemed necessary and/ or expedient to give effect to this Resolution, including power to delegate all or any of the powers herein conferred to any Officer of the Company or otherwise and to finalise, sign and execute necessary contracts, deeds, documents and writings on behalf of the Company.”

Regd. Office:

Jaykaypuram-307 019
Distt. Sirohi (Rajasthan)

Date: 18th July 2022

By Order of the Board

B.K. Daga

Sr. Vice President & Company Secretary

NOTES

- (1) The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of Item Nos. 4 to 10 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’) of persons seeking appointment/ re-appointment as Directors, is also annexed.
- (2) In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.20/2020 dated 5th May 2020 read with General Circular No. 02/2022 dated 5th May 2022, allowed companies whose Annual General Meetings (AGM) are due in the year 2022, to conduct their AGMs on or before 31st December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (MCA Circulars).The Securities and Exchange Board of India (SEBI) also issued Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May 2022 (SEBI Circular).

In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 82nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 82nd AGM shall be the Registered Office of the Company.

- (3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- (4) Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent at jkic.investors@jckmail.com
- (5) The Members can join the AGM held through VC/OAVM fifteen (15) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons 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 served basis.
- (6) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All the documents referred to in this Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM.

Members seeking to inspect such documents can send an e-mail to jkic.investors@jckmail.com

Further, Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 10th August 2022 through email at jkic.investors@jckmail.com. The same will be replied by the Company suitably.

- (7) Dispatch of Notice of AGM and Annual Report through electronic mode: In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants (DP). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at www.jklakshmicement.com; website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and www.nseindia.com respectively. Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2021-22 and Notice of the 82nd AGM of the Company, may send request to the Company's email address at jkic.investors@jckmail.com mentioning Folio No./DP ID and Client ID.

For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at jkic.investors@jckmail.com or admin@mcsregistrars.com

- (8) **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/ OVAM ARE AS FOLLOWS:**
 - (A) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 in relation to E-voting Facility provided by Listed Entities, the Company is pleased to provide Members, facility to exercise their right to vote at the 82nd AGM by electronic means and the business may be transacted through remote E-voting services provided by CDSL. Remote E-voting is optional. The facility of E-voting shall also be made available at the AGM and Members attending the AGM who have not cast their vote by remote E-voting shall be able to exercise their right to cast vote during the AGM.
 - (B) **The instructions for Members for remote E-voting are as under:**
 - (i) The remote E-voting period begins on Friday, 12th August 2022 (10:00 A.M.) and ends on

Tuesday, 16th August 2022 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 10th August 2022 i.e. **Cut-off Date**, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Members who have already voted prior to the meeting date would not be entitled to vote on the date of AGM.

(C) Login method for E-voting and joining virtual meeting for Individual Members holding securities in demat mode.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on E-voting facility provided by Listed Entities, E-voting process has been enabled for all the individual demat account holders, by way of single login credential,

through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP), thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to register / update their mobile number and e-mail ID with their DPs in order to access e-Voting facility and/or attend the AGM.

Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs.

Login method for E-Voting and joining virtual meetings for Individual Members holding shares in Demat mode are given below:

Type of Members	Login Method
Individual Members holding shares in Demat mode with CDSL	<p>Users who have opted for CDSL Easi/Easiest facility:</p> <ul style="list-style-type: none"> (i) Members, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. (ii) 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 the 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 his vote during the remote E-voting period or joining virtual meeting & voting during the meeting. Additionally, links are also provided to access the system of all E-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the E-voting service providers' website directly. <p>Users who have not opted for Easi/Easiest:</p> <ul style="list-style-type: none"> (i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiestRegistration (ii) Alternatively, the user can directly access e-Voting page by providing his Demat Account Number and PAN from 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 other E-voting Service Providers.
Individual Members holding shares in demat mode with NSDL	<p>Users already registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> (i) Open web browser by typing the URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. (ii) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. (iii) 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 name and you will be re-directed to E-voting service provider website for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.

Type of Members	Login Method
	<p>Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the E-voting website of NSDL.</p> <p>(i) After successfully registering on IDeAS, 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.</p> <p>(ii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page.</p> <p>(iii) Click on company name or e-Voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.</p>
Individual Members (holding Shares in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. After successful login, you will be able to see E-voting option.</p> <p>Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or E-voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.</p>

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(s).

Individual Members holding shares in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL may reach out to below helpdesk:

Login type	Helpdesk details
Individual Members holding shares 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 call at 1800 225533
Individual Members holding shares in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990.

(D) Login method for E-voting and joining virtual meeting by Members (other than Individual Members) holding shares in Demat mode & all Members holding shares in Physical mode

The Members should log on to the E-voting website www.evotingindia.com.

Click on "Shareholders/Members" module.

Now enter your User ID

- (i) For CDSL: 16 digits beneficiary ID;
- (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- (iii) Members holding Shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – New system Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on E-voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form (other than Individuals) and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent (RTA) or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Member holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for JK Lakshmi Cement Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(9) Information and Instructions for Members attending the AGM through VC/OVAM are as under:

- (A) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL E-voting system. The link for VC/OAVM will be available in Shareholder/ Members login where the EVSN of Company will be displayed.
- (B) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- (C) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (D) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (E) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request on or before 10th August 2022 mentioning their name, demat account number/folio number, registered email id and mobile number at jklc.investors@jklmail.com. The Members who do not wish to speak during the AGM but have queries may send their queries on or before 10th August 2022 mentioning their name, demat account number/folio number, email id and mobile number at jklc.investors@jklmail.com. These queries will be replied by the Company suitably.

- (F) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (G) 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 at the AGM.
- (10) Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- (11) Instructions for Members for E-voting during the AGM are as under:-**
- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote E-voting.
- (b) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system available during the AGM.
- (c) If Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of E-voting during the meeting is available only to the Members attending the meeting.
- (d) 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.
- (12) Other Common Instructions:**
- (i) Facility for Non – Individual Members and Custodians – Remote E-voting
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at jkic.investors@jkm.com, if they have voted from individual tab and not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.
- (ii) If you have any queries or issues regarding attending AGM & E-voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitiin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43
- (iii) The voting rights of Members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the Cut-off date and a person who is not a Member as on the Cut-off date should treat the Notice for information purpose only.
- (iv) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for E-voting.
- (v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote E-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote E-voting.
- (vi) The Company has appointed Shri Ronak Jhuthawat (Certificate of Practice No. 12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice, as Scrutinizer to scrutinize

the process of remote E-voting and voting on the date of AGM in a fair and transparent manner.

- (vii) The Scrutiniser will, after the conclusion of E-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote E-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website at <https://www.jklakshmicement.com/> and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the Stock Exchanges. The results of the voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.
- (viii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date and who has not cast vote by remote e-voting, and being present at the AGM only shall be entitled to vote at the AGM.

(13) The Register of Members and the Share Transfer Books of the Company shall remain closed from 6th August 2022 to 17th August 2022 (both days inclusive).

(14) Dividend: The dividend of ₹ 5 per Equity Share of ₹ 5/- each (100%) as recommended by the Board of Directors, if declared at the AGM, will be paid within three to four weeks of the date of the AGM to the Members whose names are borne on the Company's Register of Members on 17th August 2022 or to their mandatees. In respect of shares held in dematerialised form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories of investors, please refer to the Finance Act, 2020 and the amendments thereof as well as our detailed communication already sent to the Members through E-mail which is available at <https://bit.ly/3REXoql>. The Members are requested to update their PAN with their Depository Participant (if shares held in electronic form) and Company / RTA (if shares held in physical form).

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company at its meeting held on 18th May 2022, appointed M/s R.J. Goel & Co., Cost Accountants as the Cost Auditors, as recommended by the Audit Committee, to conduct the Cost Audit of the cost

records of the Company for the Financial Year 2022-23 commencing 1st April 2022 at a remuneration as mentioned in the Resolution.

Pursuant to Section 148 of the Companies Act, 2013, remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. The Resolution is accordingly recommended for approval of the Members by means of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 5

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of Directors of the Company, has appointed Shri Sadhu Ram Bansal (DIN: 06471984) as an Additional Director of the Company, in the category of Independent Director, to hold office for a term of three (3) consecutive years w.e.f 1st July 2022, subject to requisite approval of the Members at the ensuing Annual General Meeting (AGM).

Shri Sadhu Ram Bansal is a Banking and Finance Professional and a competent Administrator with over 34 years of extensive experience in Banking in various capacities. He was the Chairman & Managing Director of Corporation Bank and Executive Director of Punjab National Bank, held Field General Manager and other posts in Bank of Baroda and was Chief General Manager (on deputation) of India Infrastructure Finance Company Ltd. Shri Bansal is a result oriented professional with expertise in credit and project appraisal across all segments. Shri Bansal was a Speaker at various seminars and conferences organised by Industry Chambers like FICCI and CII, Management Institutes like IIM-A and International conferences in Singapore and Dubai. The Company strongly believes that Shri Bansal with his rich experience in Corporate Finance, growth strategies, general and risk management skills, meets the requisite requirements.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (Act), Shri Sadhu Ram Bansal as an Additional Director, shall hold office up to the date of this AGM and is eligible to be appointed as an Independent Director of the Company. The Company has received requisite Notice under Section 160 of the Act from a Member, proposing his candidature as an Independent Director of the Company.

The Company has also received his consents and declarations of independence under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, requisite declarations of his non disqualification and confirmation that he is not debarred from holding the office of a Director by virtue of any SEBI order or order of any other Authority have also been received by the Company.

Shri Sadhu Ram Bansal is independent of the management and possesses appropriate skills, experience and knowledge.

A copy of the draft letter of appointment of Shri Sadhu Ram Bansal as an Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days upto and including the date of this AGM, at the venue of the Meeting and is also posted on the website of the Company at www.jklakshmicement.com.

In the opinion of the Board, Shri Sadhu Ram Bansal is a person of integrity, posses relevant expertise/ experience and fulfils the conditions of his appointment as an Independent Director as specified in the Act, Rules made thereunder and the SEBI Listing Regulations. Further, keeping in view his qualification, vast experience and knowledge, the Board of Directors considers that his association would be of immense benefit to the Company and it will be in the interest of the Company to appoint him as an Independent Director of the Company. Accordingly, the Board recommends the Resolution as set out at Item No. 5 of the Notice for approval of the Members by means of a Special Resolution.

Shri Sadhu Ram Bansal for himself and through his relatives, to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the aforesaid Resolution. None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6 and 7

The Board of Directors of the Company (Board) based on the recommendation of the Nomination and Remuneration Committee of Directors (NRC) appointed Shri Arun Kumar Shukla (DIN:09604989) as an Additional Director with effect from 1st August 2022 and as 'President & Director' of the Company for a period of three years from that date on the terms and remuneration determined by the NRC, as set out hereunder subject to requisite approval of Members as specified in the Resolutions as set out at Item Nos. 6 and 7 of the Notice.

Pursuant to Section 161 of the Companies Act, 2013 (Act), Shri Arun Kumar Shukla as an Additional Director, shall hold office up to the date of this AGM and is eligible to be appointed as a Director of the Company. The Company has received requisite Notice under Section 160 of the Act from a Member, proposing his candidature as a Director of the Company.

The Company has received requisite declarations from Shri Arun Kumar Shukla regarding his non disqualifications and confirmation that he is not debarred from holding the office of Director by virtue of any SEBI order or order of any other Authority.

In terms of Schedule V to the Act, the relevant details are as under:

I. General Information:

1. Nature of Industry: Cement.
2. Date or expected date of commencement of commercial production: JK Lakshmi Cement plant of the Company was commissioned in the year 1982.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. **Financial Performance based on given indicators:**

Particulars for the Financial Year ended 31 st March 2022	₹ in Crore
Sales and Other Income	5,108.03
Profit before Interest, Depreciation and Tax	868.52
Profit before Depreciation & Tax	772.21
Profit After Tax	417.56

5. **Foreign investments or collaborations, if any:**
Not Applicable

II. Information about the Appointee:

- (1) **Background Details:** Shri Arun Kumar Shukla, aged 52 years, holds a B.E. in Civil, is an alumnus of IIM, Calcutta, and has also done leadership and general management program from INSEAD, France, with close to three decades of experience in leadership roles across Cement & Steel industries. The Company had earlier appointed Shri Arun Kumar Shukla as 'President' of the Company

with effect from 8th February 2021. During his association, Shri Shukla has been able to drive various Cost Cutting Initiatives apart from considerably improving the Sales Volume and also the Net Sales Realization in various markets. Before joining JK Lakshmi Cement Ltd., Shri Shukla worked with Tata Steel, Lafarge India and Dalmia Bharat Cement. Shri Shukla is one of the few Cement professionals in India who has shouldered leadership roles in all major functions like Sales & Marketing, Manufacturing, Project execution, technical services etc, just to name a few. Shri

Shukla major contributions were in areas of plant operational efficiency improvements and fixed cost reductions. Shri Shukla is particularly known for his acumen in turning around businesses in very complex and competitive environments.

- (2) **Past Remuneration:** During the Financial Year 2021-22, Shri Aun Kumar Shukla was paid remuneration of ₹ 2.80 Crore.
- (3) **Recognition or awards:** The initiatives taken by the Company have been recognised by way of notable awards and recognitions some of which are: Smt. Vinita Singhania, Vice Chairman & Managing Director, has been conferred with Ladies FICCI FLO awards of excellence 2022 for excellence in Entrepreneurship and Best Family Business award led by Women by Money Control Pro (Network 18); JK Lakshmi Cement Limited – Jhajjar Unit received the Environment Excellence award instituted by “FAME” (Foundation for Accelerated Mass Empowerment); JK Lakshmi Cement Limited – Sirohi plant received Excellence award for co-processing of waste in cement plant from Icon SWM-CE; JK Lakshmi Cement Limited – Durg unit was declared as a winner for outstanding achievement in promotion of healthcare award conferred by Green Tech Foundation and Company’s Platinum Heavy Duty brand has been awarded as Asia’s most promising brand by the Economic Times.
- (4) **Job Profile and his suitability:** Shri Arun Kumar Shukla, President & Director of the Company shall be vested with powers of management subject to the control, direction and superintendence of the Board of Directors, Chairman and Vice Chairman & Managing Director of the Company.

Shri Arun Kumar Shukla shall be responsible for various aspects of operations of the Company including Technical, Materials, HR, Administration, Corporate Governance, Legal, Project expansion activities, Commercial, Marketing activities and lead the Company’s large distribution network of Sales Promoters, dealers and transporters to achieve Company’s objectives and Brand Positioning.

Under his leadership and during his association with the Company, he is credited with setting new benchmarks of operational performance. Shri Arun Kumar Shukla has been able to drive various initiatives, particularly in areas of building channel capability, effective price management, and product, geo-mix optimization & segment mix optimization, driving plant operational performance, rolling out ambitious plan for renewable energy, digitalization at all levels and

promoting a circular economy. Shri Shukla has been able to deliver highest ever volumes, crossing one million MT mark repeatedly, and the profitability in the past few months. His strategic moves and strong performance centric approach is paying out.

- (5) **Remuneration proposed:** The NRC and the Board at their respective meetings held on 18th May 2022, have approved the following terms of remuneration of Shri Arun Kumar Shukla for a period of three years w.e.f. 1st August 2022:
- (A) Salary: ₹ 7.50 Lakh per month in the salary range of ₹ 4.00 Lakh per month to ₹ 11.50 Lakh per month, with such increments as may be determined by the NRC/ Chairman/ Vice Chairman & Managing Director of the Company, from time to time.
- (B) Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be determined by the NRC/ Chairman/ Vice Chairman & Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or Income-tax Rules, as applicable.
- The above perquisites, allowances and benefits will be as per the schemes, policies and rules of the Company as applicable and subject to any change as may be determined by the NRC/ Chairman/ Vice Chairman & Managing Director of the Company, from time to time.
- (C) Performance linked incentive; and/or
- (D) Commission: Upto 1 % of the net profits computed under Section 198 of the Companies Act, 2013 (Act) or any statutory modification or re-enactment thereof, subject to ceiling of 100% of annual salary.
- Items (C) and (D) above will be as may be determined by the NRC/ Chairman/ Vice Chairman & Managing Director of the Company, from time to time.
- (E) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Rules of the Company.
- (F) Gratuity at the rate of 15 days Salary for each completed year of service.
- (G) Encashment of unavailed leave as per Rules of the Company.

- (H) NRC/ Chairman/ Vice Chairman & Managing Director of the Company, may from time to time determine increase or variation in the salary range, subject to the overall limits for all managerial persons specified in the Act or any statutory modification or re-enactment thereof.
- (I) In the event of inadequacy or absence of profits under Sections 197 and other applicable provisions of the Act in any financial year or years, the President & Director shall be entitled to such remuneration as may be permissible under the applicable provisions of the Act, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above, which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Act, or any statutory modification or re-enactment thereof.
- (6) **Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person:** The executive remuneration in the industry is on the rise. The Nomination and Remuneration Committee of Directors of the Company perused remuneration of managerial personnel prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, financial position of the Company, past performance, profile and responsibilities of Shri Arun Kumar Shukla, President & Director and other relevant factors while determining his remuneration as proposed herein above.
- (7) **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Besides the remuneration proposed herein, Shri Arun Kumar Shukla, does not have any pecuniary relationship with the Company. Shri Shukla is not related to any Director and Key Managerial Personnel of the Company, within the meaning of the Act.

III. Other Information:

- (1) **Reasons of loss or inadequate profits:** At present, the Company is having adequate profits. However, the appointment is for a period of three years commencing from 1st August 2022. Future trend in Company's profitability will largely depend on state of Economy in general and the Cement Industry in particular, business environment, growth in demand, cost of inputs and other relevant factors.
- (2) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The

Company is conscious about enhancing productivity in all spheres of its operations and has taken various initiatives towards cost control in all systems and processes and efficiency improvement on one hand and increasing market share through introduction of Value Added Products, Better Product Mix and strengthening Brand Building exercise, on the other. The Management has adopted focused business strategies including various Cost Cutting Initiatives apart from considerably improving Sales Volume and also the Net Sales Realization in various markets, resulting in the Company achieving growth during the Financial Year 2021-22 with a Turnover of ₹ 5,108.03 Crore and Net Profit of ₹ 417.56 Crore, even during these difficult times. The Company is also taking active measures to expand its geographical footprints across the country. With these measures, the Management is confident to achieve sustained revenue growth in the years to come.

- (3) The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in the preceding Financial Year.
- (4) **Disclosures:** Requisite details with respect to remuneration of Managerial Personnel and other connected matters are given in the Corporate Governance Section of the Annual Report for the Financial Year 2021-22.

Copy of the draft Contract/ Memorandum setting out the terms and conditions of the appointment of Shri Arun Kumar Shukla as President & Director of the Company, will be available for inspection by the Members at the Registered Office of the Company on any working day upto and including the date of this AGM.

Shri Arun Kumar Shukla for himself and through his relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 6 and 7 of the Notice. None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolutions.

Considering the qualification, rich experience and knowledge of Shri Arun Kumar Shukla, his appointment as Director and 'President & Director' as proposed in the aforesaid Resolutions would be of immense benefit and in the interest of the Company. The Board recommends the aforesaid Resolutions for approval of the Members by means of an Ordinary and a Special Resolution.

Item No. 8

The Company at its Annual General Meeting (AGM) held on 28th August 2020, had authorised the Board of Directors of the Company to continue to borrow for the purposes of the Company, moneys in excess of paid-up share capital of the Company, securities premium and its free reserves upto an amount not exceeding ₹ 3,500 Crore, at any point of time pursuant to Section 180(1)(c) of the Companies Act, 2013 (Act).

With a view to meet the increasing requirements of funds for various expansion and other projects envisaged by the Company from time to time, it is considered necessary to increase the said borrowing limits to ₹ 4,000 Crore in the aggregate, at any point of time.

Pursuant to Section 180(1)(c) of the Act, the Board can exercise borrowing powers, in excess of the paid-up share capital of the Company, securities premium and its free reserves, with the approval of Members of the Company by way of a Special Resolution. The resolution is accordingly recommended for approval of the Members as aforesaid.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 9

The Company at its Annual General Meeting held on 28th August 2020, had authorised the Board of Directors of the Company to continue to create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance not exceeding ₹ 3,500 Crore, in the aggregate, pursuant to Section 180(1)(a) of the Companies Act, 2013 (Act).

With a view to meet the increasing requirements of funds for various expansion and other projects envisaged by the Company from time to time, it may have to resort to further borrowings from financial and other lending institutions upto a limit of ₹ 4,000 Crore in the aggregate, at any point of time. As security for such borrowings, the immovable and movable properties of the Company pertaining to any one or more of its units may have to be mortgaged/charged in favour of Financial and other lending institutions/Lenders/ Debenture Trustees .

Pursuant to Section 180(1)(a) of the Act, the Board can exercise power to create mortgage and/or charge on the immovable and movable properties of the Company, with the approval of Members of the Company by way of a Special Resolution. The resolution is accordingly recommended for approval of the Members as aforesaid.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 10

The Securities and Exchange Board of India (SEBI) vide its notification dated 9th November 2021 has notified amendments in Regulation 23 of the SEBI (Listing Obligations and Disclosure) Requirements, 2015 pertaining to Related Party Transactions (RPTs). The aforesaid amendments, *inter-alia*, included replacing the then threshold i.e. 10% of the listed entity's consolidated turnover, for determination of Material RPTs requiring Members' approval, with the threshold of lower of ₹ 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The aforesaid amendment is applicable with effect from 1st April 2022.

It may be recalled that the Company had obtained approval of the Members at the following Annual General Meetings of the Company (AGM) for entering into Material RPTs with Udaipur Cement Works Limited, Subsidiary company (UCWL): (a) AGM held on 31st August 2019: RPTs upto a limit of ₹ 1,500 Crore in the aggregate, in each Financial Year from the Financial Year 2019-20 and onwards, in the ordinary course of the Company's business; and (b) AGM held on 26th August 2021: RPTs upto an amount not exceeding ₹ 1,400 Crore in the aggregate, during four Financial Years commencing from 1st April 2021 and ending on 31st March 2025, in connection with UCWL's new Expansion Project, subject to requisite approval of the Audit Committee of the Directors of the Company in the relevant financial year(s).

SEBI vide its Circular dated 22nd November 2021, *inter-alia*, specified that while seeking approval of the Audit Committee and Members, particular tenure of the proposed RPT will have to be specified. Further, SEBI vide its Circular dated 8th April 2022, has clarified that the Omnibus approval of Members of RPTs taken at the AGM shall be valid upto the date of the next AGM. Therefore, the approval obtained as mentioned in para (a) above, for an unspecified Tenure (open ended: Financial Year 2019-20 and onwards), shall be deemed to be valid upto the date of this AGM and accordingly, fresh approval of the Members is required. However, the other approval obtained for UCWL's Expansion Project, being for specific four Financial Years, shall remain valid [refer para (b) above].

It is therefore proposed to seek fresh Members' approval for RPTs entered / to be entered into with UCWL upto a limit ₹ 1,500 Crore in the aggregate, in each Financial Year, on an annual basis, for a period of five Financial Years commencing from 1st April 2022 and ending on 31st March 2027, in order to secure continuity of operations and for the reasons mentioned above. Above annual limit for RPTs in each Financial Year, w.e.f 1st April 2022, shall be over and above the RPTs of ₹ 1,400 Crore, already approved by the Members of the Company at their AGM held on 26th August 2021.

Relevant information pertaining to proposed Material RPTs as required under aforesaid SEBI's Circular dated 22nd November 2021 is given below:

- (a) Name of Related Party and nature of relationship including concern or interest (financial or otherwise): Udaipur Cement Works Limited, a direct Subsidiary (UCWL). Further, the Company i.e JK Lakshmi Cement Limited is a Promoter of UCWL.
- (b) Type, material terms and particulars of the proposed transaction: Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segment that the Company operates, in the nature of (i) Sale and/or Purchase of Cement, Clinker and Petcoke/ Coal, etc. and receipt of Royalty charges; (ii) Providing financial and other support including by way of extension of guarantee(s) for any loan taken by UCWL (other than for its Expansion Project); and (iii) other transactions to meet its business objectives/ requirements such as availing/ rendering of services, recovery/ reimbursement of expenses and transfer of resources, services or obligations, in the normal course of business. The transactions will be at an arm's length basis.
- (c) Tenure and value of the proposed transaction: Five Financial Years commencing from 1st April 2022 and ending on 31st March 2027, such that the monetary value of all the above transactions, individually or taken together, during each Financial Year does not exceed ₹ 1,500 Crore.
- (d) Percentage of the listed entity's annual consolidated turnover, for the immediately

preceding financial year, that is represented by the value of the proposed transaction and that of the Subsidiary's annual turnover on a standalone basis: Approx. 27% of annual consolidated turnover of JK Lakshmi Cement Limited for the Financial Year 2021-22 and approx. 170% of the UCWL's annual turnover on standalone basis for the Financial Year 2021-22.

- (e) Justification: The Material RPTs mentioned in the Resolution, being of operational and critical nature, play a significant role in the Company's business. The transactions shall be undertaken with a view to ensure continuity of existing operations, achieving synergies and economies of scale, reducing operational and logistics costs, etc. and thus, are in the best interest of the Company.
- (f) Details of the valuation or other external party report, if any relied upon: Not Applicable.

The proposed Material RPTs have been approved by the Audit Committee and Board of Directors of the Company. The Board recommends the Resolution as set out at Item No. 10 of the Notice for approval of the Members by means of an Ordinary Resolution.

Smt. Vinita Singhania, Vice Chairman & Managing Director of the Company who is also a Chairperson of UCWL and her relatives may be deemed to be concerned or interested, financially or otherwise, in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company and/or their relatives, are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Regd. Office:
Jaykaypuram-307 019
Distt. Sirahi (Rajasthan)

Date: 18th July 2022

By Order of the Board

B.K. Daga
Sr. Vice President & Company Secretary

Annexure to Notice

Details of Directors proposed to be appointed/re-appointed

Name	Dr. Raghupati Singhania	Shri Sadhu Ram Bansal	Shri Arun Kumar Shukla
DIN	00036129	06471984	09604989
Age (in years)	75	66	52
Qualification & Experience (including expertise in specific functional area)	B. Sc and Honorary Doctorate in Science. Eminent Industrialist and Entrepreneur with long diversified Industry Experience.	Post Graduate (English), Certified Associate of Indian Institute of Bankers and Associate of Indian Institute of Banking and Finance. He is a Banking and Finance Professional and a competent Administrator with over 34 years of extensive experience in Banking in various capacities.	B.E. in Civil, an alumnus of IIM, Calcutta, and has also done leadership and general management program from INSEAD, France, with close to three decades of experience in leadership roles across Cement & Steel Industries.
Date of Appointment on the Board	4 th June 1991	1 st July 2022	1 st August 2022
Directorships held in other public companies as on the date of this AGM Notice (as per Section 165 of the Companies Act, 2013 and excluding private and other companies) *Listed Entities	<ul style="list-style-type: none"> • JK Tyre & Industries Ltd.* • JK Agri Genetics Ltd.* • Bengal & Assam Company Ltd.* • Radico Khaitan Ltd.* • J.K. Fenner (India) Ltd. • JKT&I Employees Welfare Association Ltd. • Cavendish Industries Ltd. 	<ul style="list-style-type: none"> • Hindusthan Urban Infrastructure Ltd.* • GMR Infrastructure Ltd.* • KEI Industries Ltd.* • Hindusthan Speciality Chemicals Ltd.* • FIITJEE Ltd.* 	NIL
Memberships/ Chairmanships of committees of other public companies as on the date of this AGM Notice. [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]	<p>Membership:</p> <ul style="list-style-type: none"> • Radico Khaitan Ltd. – Audit Committee <p>Chairmanship:</p> <ul style="list-style-type: none"> • Bengal & Assam Company Ltd. – Stakeholders Relationship Committee 	<p>Membership:</p> <ul style="list-style-type: none"> • FIITJEE Ltd. – Audit Committee. • Hindusthan Urban Infrastructure Ltd. – Audit Committee. • GMR Infrastructure Ltd. – Audit Committee and Stakeholders Relationship Committee. • KEI Industries – Audit Committee. <p>Chairmanship:</p> <ul style="list-style-type: none"> • Hindusthan Speciality Chemicals Ltd. – Audit Committee. • Hindusthan Urban Infrastructure Ltd. – Stakeholders Relationship Committee. 	NIL
Listed entities from which the Director resigned in last 3 years	DCM Ltd.	NIL	NIL
Number of Equity Shares held in the Company	4,43,348@	NIL	NIL
No. of Board Meetings attended during the Financial Year 2021-22	Four	Not Applicable	Not Applicable
Terms & conditions of appointment / re-appointment	Please refer Item No. 3 of this AGM Notice.	Please refer details given at Item No. 5 in the Statement pursuant to Section 102 of the Companies Act, 2013.	Please refer details given at Item Nos. 6 and 7 in the Statement pursuant to Section 102 of the Companies Act, 2013.
Details of remuneration last drawn	Please refer Corporate Governance Report section of the Annual Report for the F.Y 2021-22.	Not Applicable.	Please refer details given at Item Nos. 6 and 7 in the Statement pursuant to Section 102 of the Companies Act, 2013.
Remuneration proposed to be paid	Sitting Fee for attending Board & Committee Meetings and Commission on Net Profits, if any.	Sitting Fee for attending Board & Committee Meetings and Commission on Net Profits, if any.	Please refer details given at Item Nos. 6 and 7 in the Statement pursuant to Section 102 of the Companies Act, 2013.
Relationships with other Directors /KMP	Dr. Raghupati Singhania is a brother of Shri Bharat Hari Singhania.	NIL	NIL

@ Includes 1,30,316 shares held as Karta of Raghupati Singhania (HUF)

FOR ATTENTION OF THE MEMBERS

- (1) Members are requested to intimate and/or update changes, if any, pertaining to their name and KYC details such as postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company's Registrar and Transfer Agent (RTA), MCS Limited (Unit: JK Lakshmi Cement Limited), Kind Attention: Shri Ajay Dalal, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020, e-mail: admin@mcsregistrars.com, Ph: 011-41406149-50 in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021. The Company has already sent letters for furnishing the required details to RTA. Members may access the said Letter and relevant Forms available on the website of the Company at <https://www.jklakshmicement.com/kyc-documents/>.
Members may note that effective from 1st January 2022, any service request or complaint received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. The Folios wherein any of the above cited documents/ details are not available on or after 1st April 2023, shall be frozen by RTA. Frozen Folios shall be converted to normal status upon receipt of the above documents/ details or dematerialization of Shares.
- (2) Members may note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://www.jklakshmicement.com/kyc-documents/>. It may be noted that any service request can be processed only after the Folio is KYC compliant.
- (3) Investor Grievances can be lodged electronically with the RTA. Please log on to www.mcsregistrars.com and click on Investors Services to register your queries/ grievances which will be promptly responded by the RTA. Please write to the Company Secretary at Secretarial Department at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002 or E-mail: jkic.investors@jklmail.com in case RTA's response is not received within a week's time.

(4) Investor Education and Protection Fund:

(a) Unclaimed Dividend – Transfer to Investor Education and Protection Fund

Pursuant to Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), amended from time to time, the unclaimed dividend shall be transferred to the Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date of transfer of such dividend to the Unpaid Dividend Account of the Company.

Accordingly, the unclaimed dividend will be transferred to the IEPF as under:

Dividend	Due date for transfer to the IEPF
Financial Year ended 31.03.2015 – 40% Dividend	31 st October 2022
Financial Year ended 31.03.2016 – 5% Dividend	11 th October 2023
Financial Year ended 31.03.2017 – 15% Dividend	11 th October 2024
Financial Year ended 31.03.2018 – 15% Dividend	12 th October 2025
Financial Year ended 31.03.2019 – 15% Dividend	4 th October 2026
Interim Dividend during Financial Year ended 31.03.2020 - 50% Dividend	19 th April 2027
Financial Year ended 31.03.2021 – 75% Dividend	30 th September 2028

Members who have not claimed their dividend for the said Financial Years may write to the Company Secretary for payment at the Secretarial Department of the Company as mentioned above.

- (b) Pursuant to Section 124(6) of the Act read with the IEPF Rules, as amended, the Company has, during Financial Year 2021-22, transferred all the shares in respect of which dividend had remained unpaid/unclaimed for seven consecutive years or more to IEPF Authority within the prescribed time. The details of shares transferred to the IEPF Authority are available on the website of the Company.

With respect to dividend and shares due for transfer in the Financial Year 2022-23, the notice is being sent to all the Members whose dividends are lying unclaimed for seven consecutive years or more to claim the same at the earliest.

- (c) Members may note that shares as well as unclaimed dividend transferred to the IEPF Authority can be claimed back. Concerned Members are advised to visit the web link: <http://iepf.gov.in/> or contact the Company for claiming the shares and / or refund of dividend from the IEPF Authority.
- (d) Special assistance to senior citizen claimants:- IEPF Authority has launched a special window facility for senior citizens of age 75 years and above. The Company supports the aforesaid initiative and will facilitate all such claimants in filing IEPF-5 as well as their e-verification report on priority in Ministry of Corporate Affairs. All such senior citizen claimants may write to jklc.investors@jklmail.com for the required assistance.
- (5) Nomination: Pursuant to Section 72 of the Companies Act, 2013 and relevant SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.jklakshmicement.com/kyc-documents/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
- (6) SEBI vide its notification dated 24th January 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE786A01032.
- (7) Members are requested to quote their Folio No./ DPID- Client ID and details of shares held in physical/dematerialised forms, e-mail IDs and Telephone/Fax Nos. for prompt reply to their communications.
- (8) SEBI vide its Circular dated 30th May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholder(s)/Investor(s). The said circular is available on the website of the Company at <https://www.jklakshmicement.com/>.