

## NOTICE

NOTICE is hereby given that the 84<sup>th</sup> Annual General Meeting of the Members of JK LAKSHMI CEMENT LIMITED will be held on Friday, the 23<sup>rd</sup> August 2024 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 (a) the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the Reports of the Board of Directors and Auditors thereon; (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the Report of the Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Arun Kumar Shukla (DIN: 09604989), who retires by rotation and being eligible, has offered himself for re-appointment.
4. To consider and if thought fit to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 ('Act') read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Act, 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 2024-25 commencing 1<sup>st</sup> April 2024, of ₹ 2.25 Lakh (Rupees Two Lakh and Twenty 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 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 Resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV thereto & Rules made thereunder and Regulations 16, 17, 25 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, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Smt. Shwetambara Shardul Shroff Chopra (DIN: 07489205) 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 her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, for a term of three consecutive years with effect from 1<sup>st</sup> July 2024, 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 and things as may be deemed necessary and/ or expedient to give effect to this Resolution."

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

Date: 29<sup>th</sup> July 2024

By Order of the Board

Amit Chaurasia  
Company Secretary

# NOTES

- (1) The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of Item No. 4 & 5 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') and 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, are also annexed.
- (2) The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated 05<sup>th</sup> May 2020 read with General Circular No. 09/2023 dated 25<sup>th</sup> September 2023 ('MCA Circulars'), allowed companies whose Annual General Meetings (AGM) are due in the year 2024, to conduct their AGMs through VC or OAVM on or before 30<sup>th</sup> September 2024, in accordance with the requirements provided in Para 3 and 4 of the said General Circular No. 20/2020. The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October 2023 ('SEBI Circular') on the matter related to holding AGMs through VC/OAVM. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 84<sup>th</sup> AGM of the Company is being conducted through VC/OAVM, which does not require physical presence of Members at a common venue. The deemed venue of the 84<sup>th</sup> 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 present 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 [jklc.investors@jkgmail.com](mailto:jklc.investors@jkgmail.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), Promoter/Promoter group members, 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 relevant documents referred to in this Notice and the Statement pursuant to Section 102 of the Act 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 on all working days during normal business hours (between 11:00 A.M. to 1:00 P.M.).  
  
Members seeking to inspect such documents can send an e-mail to [jklc.investors@jkgmail.com](mailto:jklc.investors@jkgmail.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 16<sup>th</sup> August 2024 through e-mail at [jklc.investors@jkgmail.com](mailto:jklc.investors@jkgmail.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 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants (DP) unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at [www.jklakshmicement.com](http://www.jklakshmicement.com); website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evotingindia.com).  
  
In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2023-24 and Notice of the 84<sup>th</sup> AGM of the Company, may

send request to the Company's e-mail address at [jklc.investors@jkm.com](mailto:jklc.investors@jkm.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 No./DP ID/ Client ID and attaching a self-attested copy of PAN at [jklc.investors@jkm.com](mailto:jklc.investors@jkm.com) or [admin@mcsregistrars.com](mailto: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 9<sup>th</sup> 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 84<sup>th</sup> AGM by electronic means and the business may be transacted through remote E-Voting (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 Sunday, 18<sup>th</sup> August 2024 (10:00 A.M.) and ends on Thursday, 22<sup>nd</sup> August 2024 (5:00 P.M.). During

this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 16<sup>th</sup> August 2024 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 9<sup>th</sup> 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.

Type of Members	Login Method
Individual Members holding shares in Demat mode with CDSL	<p>Users who have opted for Easi/Easiest</p> <p>(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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>(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 company. On clicking the E-Voting option, the user will be able to see E-Voting page of the E-Voting service provider for casting your vote during the remote E-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also link provided to access the system of all E-Voting Service Providers, so that the user can visit the E-Voting service providers' website directly.</p> <p>Option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN from a E-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the E-Voting option where the E-Voting is in progress and also able to directly access the system of all E-Voting Service Providers.</p>

Type of Members	Login Method
Individual Members holding shares in demat mode with NSDL	<p><b>Users registered for NSDL IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>(i) Open web browser by typing the URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>(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.</li> <li>(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 &amp; voting during the meeting.</li> </ul> <p><b>Users not registered for IDeAS e-Services:</b></p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>Visit the E-Voting website of NSDL.</b></p> <p><b>Alternatively, the user can directly access the e-Voting page of NSDL as per the following procedure:</b></p> <ul style="list-style-type: none"> <li>(i) Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> <li>(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.</li> <li>(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 &amp; voting during the meeting.</li> </ul>
Individual Members (holding Shares in demat mode) - login through their Depository Participants	<ul style="list-style-type: none"> <li>(i) 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.</li> <li>(ii) 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.</li> <li>(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 &amp; voting during the meeting.</li> </ul>

**Important note:** Members who are unable to retrieve Password are advised to use Forget Password option available at above mentioned 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**(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**

- (a) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (b) Click on "Shareholders/Members" module.

- (c) 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.

- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (f) 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 as mentioned in instruction (iii).

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) 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.
- (i) For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for JK Lakshmi Cement Limited.
- (k) 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.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) After selecting the resolution which 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.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (p) 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 from 16<sup>th</sup> August 2024 to 20<sup>th</sup> August 2024 mentioning their name, demat account number/folio number, registered e-mail ID and mobile number at [jkic.investors@jkmail.com](mailto:jkic.investors@jkmail.com). The Members who do not wish to speak during the AGM but have queries may send their queries on or before 16<sup>th</sup> August 2024 mentioning their name, demat account number/folio number, e-mail ID and mobile number at [jkic.investors@jkmail.com](mailto:jkic.investors@jkmail.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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User would 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](mailto: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 (POA) 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 e-mail address at [jkic.investors@jkmail.com](mailto:jkic.investors@jkmail.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 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](http://www.evotingindia.com), under **HELP** section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

- (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 Dr. Ronak Jhuthawat (Certificate of Practice No. 12094) of M/s Ronak Jhuthawat & Co., Company Secretaries, as Scrutiniser and Ms. Monika Jain (Certificate of Practice No. 22831) of M/s Monika Jain & Associates, Company Secretaries, as Alternate 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 at [www.evotingindia.com](http://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 10<sup>th</sup> August 2024 to 23<sup>rd</sup> August 2024 (both days inclusive).**
- (14) **Dividend:** The final dividend of ₹ 4.50/- per Equity Share of ₹ 5/- each (90%) as recommended by the Board of Directors, if declared at the AGM, is planned to 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 9<sup>th</sup> August 2024 or to their mandates. The final dividend, as aforesaid, is in addition to Interim Dividend of ₹ 2/- per Equity Share of ₹ 5/- each (40%) for the financial year ended 31<sup>st</sup> March 2024, which has already been paid. The total dividend for the financial year ended 31<sup>st</sup> March 2024 aggregates to ₹ 6.50 per Equity Share (130%).

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. 1<sup>st</sup> 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, please refer to the Finance Act, 2020 and the amendments thereof as well as our detailed communication to the Members which is available at <https://www.jklakshmicement.com/tds-communication/>. 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 23<sup>rd</sup> May 2024, based on the recommendation of Audit Committee, has appointed M/s R.J. Goel & Co., Cost Accountants as the Cost Auditors to conduct the Cost Audit of the cost records of the Company for the Financial Year 2024-25 commencing from 1<sup>st</sup> April 2024 at a remuneration as mentioned in the Resolution.

Pursuant to Section 148 of the Companies Act, 2013 read with Rules made thereunder, remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. The Resolution is accordingly recommended by the Board of Directors 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 at its meeting held on 23<sup>rd</sup> May 2024, based on the recommendation of the Nomination and Remuneration Committee, has appointed Smt. Shwetambara Shardul Shroff Chopra (DIN: 07489205) as an

Additional Director of the Company, in the category of Independent Director, to hold office for a term of three consecutive years w.e.f. 1<sup>st</sup> July 2024, subject to requisite approval of the Members at the ensuing Annual General Meeting ('AGM').

Smt. Shwetambara Shardul Shroff Chopra, aged 42 years, is a Senior Partner in India's pre-eminent Law Firm - M/s Shardul Amarchand Mangaldas & Co., New Delhi and has over 18 years' experience in advising on corporate and competition law matters. Before joining the Firm in 2007, she qualified as a solicitor of England & Wales after completing a training contract with Denton Wilde Sapte, London and a secondment with Clifford Chance, London. She holds an LL.B. from University of Wales, Cardiff and an LL.M. from the London School of Economics & Political Science. She is qualified to practice in India and in England & Wales.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), Smt. Shwetambara Shardul Shroff Chopra, as an Additional Director, holds office upto the date of present 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 her candidature as an Independent Director of the Company.

The Company has also received her consent and declaration 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, she has confirmed that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties. Further, requisite declarations of her non disqualification and confirmation that she 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.

Smt. Shwetambara Shardul Shroff Chopra is independent of the management and possesses appropriate skills, experience and knowledge in the areas of legal and corporate governance matters to make effective contribution to the Company.

A copy of the draft letter of appointment of Smt. Shwetambara Shardul Shroff Chopra as an Independent Director setting out the terms and conditions of her appointment is available for inspection by the Members at the Registered Office of the Company during normal business hours (between 11:00 A.M. to 1:00 P.M.) on all working days upto and including the date of this AGM and is also posted on the website of the Company at [www.jklakshmicement.com](http://www.jklakshmicement.com).

In the opinion of the Board, Smt. Shwetambara Shardul Shroff Chopra is a person of integrity, possess relevant expertise/experience and fulfils the conditions of her appointment as an Independent Director as specified in the Act, Rules made thereunder and the SEBI Listing Regulations. Further, keeping in view her qualifications, vast experience and knowledge, the Board of Directors considers that her association would be of immense benefit to the Company and it will be in the interest of the Company to appoint her 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.

Smt. Shwetambara Shardul Shroff Chopra for herself and through her 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.

By Order of the Board

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

Amit Chaurasia  
Company Secretary

Date: 29<sup>th</sup> July 2024



## Annexure to Notice

### Details of Directors proposed to be appointed/re-appointed

Name	Shri Arun Kumar Shukla	Smt. Shwetambara Shardul Shroff Chopra
DIN	09604989	07489205
Age (in years)	54	42
Qualification & Experience (including expertise in specific functional area)	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.	Please refer Statement under Section 102 of the Companies Act, 2013 to Item No. 5 of the Notice.
Date of Appointment on the Board	1 <sup>st</sup> August 2022	1 <sup>st</sup> July 2024
Directorships held in other companies as on the date of this AGM Notice.	JKLC Employee's Welfare Association Limited, Agrani Cement Private Limited, Mahabal Cement Private Limited, Avichal Cement Private Limited and Trivikram Cement Private Limited. (All the above companies are unlisted companies)	Cavendish Industries Limited and Bali Housing Private Limited. (All the above companies are unlisted companies)
Memberships/ Chairmanships of committees of other 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]	NIL	Member of Audit Committee: Cavendish Industries Ltd.
Listed entities from which the Director resigned in last 3 years		NIL
Number of Equity Shares held in the Company		NIL
No. of Board Meetings attended during the Financial Year 2023-24	4	Not Applicable
Terms & conditions of appointment / re-appointment	The terms and conditions of re-appointment including remuneration of Shri Arun Kumar Shukla as President & Director of the Company are as approved by the Members at the 82 <sup>nd</sup> Annual General Meeting held on 17 <sup>th</sup> August 2022.	Please refer Statement under Section 102 of the Companies Act, 2013 to Item No. 5 of the Notice.
Details of remuneration last drawn	Please refer Corporate Governance Report's section of the Annual Report for the Financial Year 2023-24.	Not Applicable.
Remuneration proposed to be paid	As approved by the Members in the 82 <sup>nd</sup> Annual General Meeting held on 17 <sup>th</sup> August 2022.	Sitting Fee for attending Board & Committee Meetings and Commission on Net Profits, if any.
Relationships with other Directors /KMP		NIL

## 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, 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 Share 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](mailto:admin@mcsregistrars.com), Ph: 011-41406149-50, in prescribed Form ISR-1 and other applicable forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17<sup>th</sup> May 2023 (as updated). 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/>.
- (2) Members may note that SEBI vide its aforesaid Circular 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 and transmission & 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/>.
- (3) Investor Grievances can be lodged electronically with the RTA. Please log on to [www.mcsregistrars.com](http://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), 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002 or E-mail: [jklc.investors@jklmail.com](mailto:jklc.investors@jklmail.com) in case RTA's response is not received within a week's time.
- (4) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the RTA, the details of such folios together with the Share Certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of Share Certificates shall be processed in dematerialized form.
- (5) **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'), the unclaimed dividend shall be transferred to the Investor Education and Protection Fund (IEPF) within 30 days from the due date of transfer i.e. 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 due for transfer to IEPF in this year and in next two years are as under:

Dividend	Due date for transfer to the IEPF
Financial Year ended 31.03.2017 – 15% Dividend	11 <sup>th</sup> October 2024
Financial Year ended 31.03.2018 – 15% Dividend	12 <sup>th</sup> October 2025
Financial Year ended 31.03.2019 – 15% Dividend	4 <sup>th</sup> October 2026

Members who have not claimed their dividend for the said Financial Years may write to the Company Secretary for payment at the Secretarial Department at Gulab Bhawan (Rear Block), 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002.

The unclaimed dividend in respect of the prior period has already been transferred to the General Revenue Account of the Central Government or IEPF, as the case may be, as per the provisions of the said Act read with the relevant Rules framed thereunder.

- (b) Pursuant to Section 124(6) of the Act read with the IEPF Rules, the Company has, during Financial Year 2023-24, 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 2024-25, the Company has sent notice 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 [jkic.investors@jgmail.com](mailto:jkic.investors@jgmail.com) for the required assistance.
- (6) 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.
- (7) SEBI vide its notification dated 24<sup>th</sup> 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, 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.
- (8) Members are requested to quote their Folio No./ DPID- Client ID and details of shares held in physical/dematerialised form, E-mail ID and Mobile/Telephone/Fax Nos. for prompt reply to their communications.