

PROGRESS WITH PURPOSE

ANNUAL REPORT 2018–2019



JK Cement LTD.

INSIDE THE REPORT

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COVER CONCEPT

The perception of concrete has always been associated with the monotony of being an elementary building material. But at the hands of the visionary architect duo from The White Room, Nitin Bharcha and Disney Davis, who regularly use concrete in their projects, an impassioned understanding of cement has found a singular confluence with artistic creation. The duo believes that architectural expressions are best reflected when commonplace, day-to-day elements are brought to life in designs, and their creations, while aligning with our philosophy, mirror this idea. The Material Immaterial Studio, another one of their ventures, offer purchasable creations made using unassuming materials that are infused with the creative dynamism of the pair and appeal to customers' imagination with ease. At J.K. Cement, we have always believed in the potential of concrete to be reimagined and reinvented and their remarkable creative inclinations allow us the wings to get closer to realising that vision. We are enthusiastic about joining forces with futurists who wish to navigate novel ways around working with cement.

india.materialimmaterial.com



CIN. L17229UP1994PLC017199

Registered and Corporate Office

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NOTICE

Notice is hereby given that the **Twenty Fifth Annual General Meeting** of J.K. CEMENT LIMITED will be held at Sir Padampat Singhanian Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur on Saturday the 3rd August, 2019 at 11 A.M. to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Paul Heinz Hugentobler (DIN 00452691) aged about 70 years who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification (s) the following resolutions as an

ORDINARY RESOLUTION:-

4. **Ratification of remuneration to the Cost Auditors**

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 6,30,000 plus tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March,

2020 as approved by the Board of Directors of the Company in its meeting held on 18th May, 2019, to be paid to M/s. K. G. Goyal & Company, Cost Accountants, for conducting cost audit of the Company's Cement Manufacturing Units viz. J. K. Cement Works, Nimbahera, J.K.Cement Works, Mangrol, J. K. Cement Works, Gotan, J.K.White Cement Works, Gotan all situated in the State of Rajasthan, J. K. Cement Works, Jharli, situated in the State of Haryana and J. K. Cement Works, Muddapur situated in the State of Karnataka, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

AS SPECIAL RESOLUTIONS

5. **Appointment of Smt. Deepa Gopalan Wadhwa (DIN 07862942) as a Director.**

"RESOLVED THAT Mrs. Deepa Gopalan Wadhwa (DIN 07862942), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 3.11.2018 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s)

or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Deepa Gopalan Wadhwa (DIN 07862942), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 3.11.2018.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Appointment of Mr. Saurabh Chandra (DIN 02726077) as a Director.

“RESOLVED THAT Mr. Saurabh Chandra (DIN 02726077), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18.5.2019 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant

to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Saurabh Chandra (DIN 02726077), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 18.5.2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Appointment of Mr. Ashok Sinha (DIN 00070477) as a Director.

“RESOLVED THAT Mr. Ashok Sinha (DIN 00070477), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18.5.2019 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ashok Sinha (DIN 00070477), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided

under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 18.5.2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. Reappointment of Mr. Achintya Karati (DIN 00024412) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Achintya Karati (00024412) aged about 73 years (Date of Birth 23.3.1946), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Karati’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years commencing from 3.8.2019 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered

necessary, desirable or expedient to give effect to this resolution.”

9. Reappointment of Mr. Jayant Narayan Godbole (DIN 00056830) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Jayant Narayan Godbole (00056830) aged about 74 years (Date of Birth 17.2.1945), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Godbole’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years commencing from 3.8.19 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. Reappointment of Mr. Suparas Bhandari (DIN 00159637) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of

Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Suparas Bhandari (00159637) aged about 73 years (Date of Birth 3.12.1945), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Bhandari's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years commencing from 3.8.19 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

11. Reappointment of Mr. Raj Kumar Lohia (DIN 00203659) as an Independent Director.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Raj Kumar Lohia (DIN 00203659), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a

notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Lohia's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 3.8.2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

12. Reappointment of Dr. Krishna Behari Agarwal (DIN 00339934) as an Independent Director.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Krishna Behari Agarwal (DIN 00339934) aged about 79 years (Date of Birth 1.7.1939), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Dr. Agarwal's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 3.8.2019."

"RESOLVED FURTHER THAT in terms of provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (which became effective from 1.4.2019) approval be and is hereby accorded to Dr. K.B. Agarwal (DIN 00339934) to continue to

hold the position of Non-Executive Independent Director beyond 75 years of age (Date of Birth 1st July, 1939).”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

13. To approve the continuation of Directorship of Mrs. Sushila Devi Singhania (DIN 00142549)

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law consent be and is hereby accorded for the continuation of Directorship of Mrs. Sushila Devi Singhania (DIN 00142549), aged about 83 years (Date of Birth 1.8.1935) to continue to hold office as a Non-executive, Non Independent Director of the Company as well as to continue to hold the position of Non-Executive Non Independent Director beyond 75 years of age and her term shall be liable to retire by rotation.”

14. To approve the continuation of Directorship of Mr. Kailash Nath Khandelwal (DIN 00037250)

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law consent be and is hereby accorded for the continuation of Directorship of Mr. Kailash Nath Khandelwal (DIN 00037250), aged about 74 years (Date of Birth 6.12.1944) to continue to hold office as a Non-executive, Non Independent Director of the Company as well as to continue to hold the position of Non-Executive Non Independent Director beyond 75 years of age and his term shall be liable to retire by rotation.”

15. Private Placement of Non Convertible Debentures

“RESOLVED THAT pursuant to the provisions of Sections 42,71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under as may be amended from time to time, the approval of the Company be and is hereby accorded, effective 1st April, 2019, for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCD”) (whether secured or unsecured) on a private placement basis to Nationalised Banks, Indian Private Banks, Foreign Banks/Other Banks/ Financial Institutional Trusts/ Other eligible Investors, in one or more tranches during the current financial year ending 31st March, 2020 upto a limit of ₹ 500 Crores subject to the overall borrowing limits of the Company, as approved by the Members, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution, including determining the terms and conditions of the NCDs.”

16. Appointment of Mr. Yadupati Singhania (DIN 00050364) as Managing Director

“RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with schedule V to the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Article 101 and any other applicable articles of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment of Mr. Yadupati Singhania, as Managing director of the Company for a period of three years commencing from 01.4.2020 as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to alter or vary the

scope of remuneration of Mr. Yadupati Singhania, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013. ”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

BY ORDER OF THE BOARD

Shambhu Singh

Membership No. FCS 5836

Asst. Vice President
(Legal) & Company Secretary

Place : Kanpur

Dated : 18.5.2019

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A Proxy form is annexed herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority as applicable.**

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.

- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 25th July, 2019 to Saturday 3rd August, 2019 (both days inclusive).

- The dividend as recommended by the Board of Directors and approved by the members shall be paid to those members, whose names shall appear on the Company's Register of Members on 3rd August, 2019. In respect of shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
- Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos. etc.
- Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 7,03,326/- being the unpaid and unclaimed dividend amount pertaining to Dividend 2010-11 to the IEPF.

The Company has been sending reminders to those members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website www.jkcement.com. Members, who have not encashed their dividend pertaining to Dividend 2011-12, are advised to write to the Company immediately claiming dividends declared by the Company .

- Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years has to be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 27560 equity shares of ₹ 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years

with reference to the due date 31st March, 2019 after following the prescribed procedure.

Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2011-12 are requested to claim the same by 3.8.2019. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the “Investors Section” of the website of the Company viz. www.jkcement.com. Members are requested to convert their share(s) lying in physical form to the Demat form as effective from 1.4.2019 as per law the Company and/or RTA are not permitted to give effect to transfer of shares held in physical mode. For any help the shareholders may contact the Asst. Vice President (Legal) and Company Secretary at mail id. shambhu.singh@jkcement.com.

7. Members are requested to bring their copies of the Annual Report as copies of the Report will not be re-distributed at the Meeting.
8. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 10 days before the date of the Meeting to enable the Management to keep the information ready.
9. Members who hold shares in Physical/ Dematerialised Form, are requested to bring their Folio No/Depository Account Number and Client ID Number for identification.
10. The details of the Director seeking reappointment has been given in the Explanatory Statement of this Notice, in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.
11. The Ministry of Corporate Affairs has taken ‘Green Initiative in the Corporate Governance’ by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members who have not registered so far, are

requested to register their e-mail address, contact telephone number, PAN and Bank Account details, NECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants, PAN and Bank Account details. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number, PAN and Bank Account details at any of our e-mail address viz.(a) shambhu.singh@jkcement.com,(b)rc.srivastava@jkcement.com,(c)investorservices@jkcement.com, (d) jkshr@jkcement.com and send NECS Mandate to the Registered Office of the Company.

12. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting. The remote e-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting through ballot or polling paper.

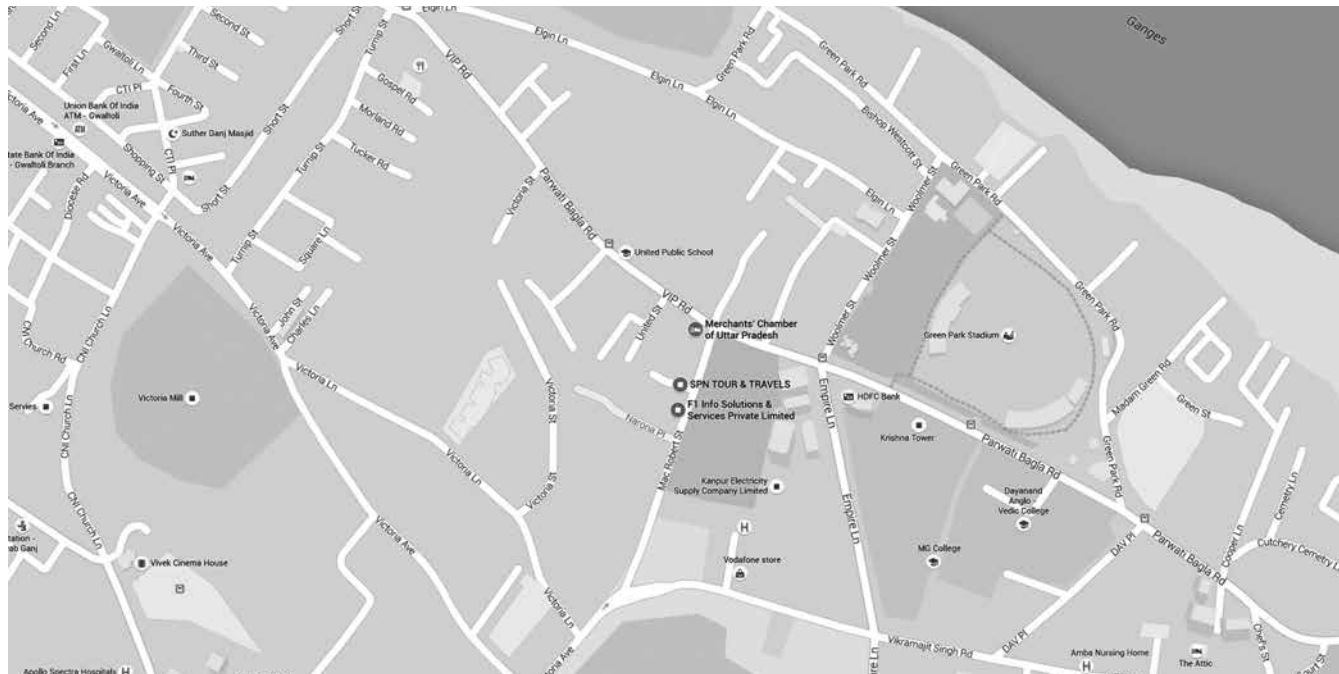
Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 27th July, 2019.

A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date i.e. 27th July, 2019 only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting.

13. All the documents referred to in the accompanying notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day excluding Saturday upto the date of the Annual General Meeting of the Company.
14. A Route Map showing directions to reach the venue of AGM is given herein below as per the requirements of the Secretarial Standard – 2 on “General Meeting”.

MAP SHOWING VENUE OF ANNUAL GENERAL MEETING OF J. K. CEMENT LIMITED

VENUE: Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur



15. Voting-

A. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 31st July, 2019 at 10 A.M. and will end on 2nd August, 2019 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 27th July, 2019 i.e. Record Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <p>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 (v)</p>