



(CIN: L74999RJ1938PLC019511)

Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi -110 002

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## NOTICE

NOTICE is hereby given that the **81<sup>st</sup> Annual General Meeting** of the Members of **JK LAKSHMI CEMENT LIMITED** will be held on Thursday, the **26<sup>th</sup> August 2021 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 31<sup>st</sup> March 2021 and the Reports of the Board of Directors and Auditors there on.
- (2) To declare Dividend.
- (3) To appoint a Director in place of Smt. Vinita Singhania (DIN: 00042983) who retires by rotation and being eligible, has offered herself for re-appointment.
- (4) To consider and if thought fit to pass, the following as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions 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 2021-22 commencing 1<sup>st</sup> April 2021, 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 and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

- (5) 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 and 203 of the Companies Act, 2013 (the Act) and Schedule V thereto and the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and all other applicable provisions of the Act and the Listing Regulations, 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, re-appointment of Smt. Vinita Singhania (DIN: 00042983) as the Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> August 2021, 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, which in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197(1) read with 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 her 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 Board of Directors of the Company or a Committee thereof, be and is hereby authorised to vary and/or revise the remuneration of Smt. Vinita Singhania, as Managing Director from time to time within the overall limits approved herein and to settle any question or difficulty in connection therewith and incidental thereto."

- (6) To consider and if thought fit to pass, the following as a **Special Resolution**:

"RESOLVED that pursuant to the provision of Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, approval of the Members, be and is hereby accorded to the continuation of directorship of Dr. Raghupati

Singhania [DIN: 00036129], as a 'Non-Executive, Non-Independent Director' of the Company, liable to retire by rotation.

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

- (7) To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approval(s), if any, from the competent authorities and as approved and recommended by the Board of Directors of the Company, the new set of Articles of Association of the Company as uploaded on the website of the Company, be and is hereby approved and adopted in total exclusion, substitution and supersession of the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient and to settle any question, difficulty or doubt that may arise in regard thereto, without requiring to seek any further approval of the Members of the Company, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution."

- (8) To consider and if thought fit to pass, the following as an **Ordinary Resolution:**

"RESOLVED that without prejudice to and further to the Ordinary Resolution passed by the Members at the Annual General Meeting (AGM) of the Company held on 31<sup>st</sup> August 2019 giving their approval with respect to the Related Party Transactions to be entered into with Udaipur Cement Works Ltd., a Subsidiary company (UCWL) upto a limit of ₹ 1,500 Crore in the aggregate, on an annual basis in each Financial Year, from the Financial Year 2019-20 and onwards, in the ordinary course of the Company's business and on an arm's length basis, etc. and pursuant to Regulation 23 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 subject to the Company's Policy on Related Party Transactions, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which

term shall be deemed to include any Committee of the Board), to enter into contract(s)/ arrangement(s)/ transaction(s) with UCWL, a Related Party within the meaning of the aforesaid provisions of law, in connection with its Expansion Project, upto an amount not exceeding ₹ 1,400 Crore in the aggregate, during the four Financial Years commencing from 1<sup>st</sup> April 2021 and ending on 31<sup>st</sup> March 2025, on such terms and conditions as may be decided by the Board from time to time and mutually agreed to between UCWL and the Company, including in respect of any individual transaction(s), as may be deemed necessary and/or expedient, from time to time and the approval so accorded herein shall be independent of, in addition to and over and above the limit for entering into Related Party Transactions with UCWL of upto ₹ 1,500 Crore, in each financial year, in the ordinary course of the business of the Company, as approved by the Members at the AGM held on 31<sup>st</sup> August 2019, subject to requisite approval of the Audit Committee of Directors of the Company in each relevant financial years(s)."

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

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder and Regulation 16 and other relevant provisions 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, Ambassador Bhaswati Mukherjee (DIN: 07173244), who was appointed as an Independent Director of the Company for a term of three consecutive years upto 27<sup>th</sup> March 2022, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 28<sup>th</sup> March 2022.

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 or expedient in connection therewith and incidental thereto."

- (10) To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that pursuant to the provisions of Regulation 17(1A), 27 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies

Act, 2013 (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, approval of the Members, be and is hereby accorded to continuation of Shri Bharat Hari Singhania (DIN: 00041156), Chairman, aged 83 years, as a Non-Executive, Non-Independent Director of the Company, w.e.f. 1<sup>st</sup> October 2021, liable to retire by rotation, on the terms and conditions as set out in the Statement under Section 102 of the Act annexed hereto.

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

- (11) To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that in supersession of the Resolution passed by the Members at the Annual General Meeting of the Company held on 7<sup>th</sup> September 2016 and pursuant to the provisions of Sections 197, 198 and Schedule V to the Companies Act, 2013 (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations) and all other applicable provisions of the Act and Listing Regulations, including any statutory modification or re-enactment thereof for the time being in force, and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to payment of remuneration by way of commission or otherwise to the Non-executive Directors other than the Managing Director(s) and Whole-time Director(s), including however Independent Directors of the Company (hereinafter referred as NEDs), not exceeding three percent of the annual net profits of the Company for each financial year computed in the manner referred to in Section 198 of the said Act, in addition to the fee for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever, as may be decided by the Board of Directors of the Company (hereinafter referred to as "Board"), subject to the limit of overall maximum managerial remuneration specified in Section 197(1) of the said Act; and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board, from time to time.

RESOLVED FURTHER that the Board be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary or expedient in connection there with and incidental thereto."

Regd. Office:

Jaykaypuram-307 019  
Distt. Sirohi (Rajasthan)

Date: 29<sup>th</sup> July 2021

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 11 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 re-appointment/continuation of Directorship, is also annexed.
- (2) In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020, respectively and by General Circular No. 02/2021 dated 13<sup>th</sup> January 2021, allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31<sup>st</sup> December 2021, 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/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, the validity of which has been extended till 31<sup>st</sup> December 2021 by SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 ("SEBI Circulars"). In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 81<sup>st</sup> Annual General Meeting of the Company (AGM) is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 81<sup>st</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 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@jkmall.com](mailto:jklc.investors@jkmall.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 atleast 1000 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 this 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 upto the date of the AGM.

Members seeking to inspect such documents can send an e-mail to [jklc.investors@jkmall.com](mailto:jklc.investors@jkmall.com).

Further, Members seeking any information with regard to the accounts or any matter to be placed at the AGM, may write to the Company on or before 19<sup>th</sup> August 2021 through email at [jklc.investors@jkmall.com](mailto:jklc.investors@jkmall.com). The same will be replied by the Company suitably.

- (7) **Dispatch of Notice and Annual Report through electronic mode:** In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 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).

**For receiving all communication (including Notice and Annual Report) from the Company electronically:**

- (a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/ update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [jklc.investors@jkmall.com](mailto:jklc.investors@jkmall.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com);
  - (b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.
- (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 and 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 81<sup>st</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 Monday, 23<sup>rd</sup> August 2021 (10:00 A.M.) and ends on Wednesday, 25<sup>th</sup> August 2021 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 19<sup>th</sup> August 2021 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 shares 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.

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
<b>Individual Members holding shares in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for Easi/Easiest: <ol style="list-style-type: none"> <li>(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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>(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 &amp; 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.</li> </ol> </li> <li>2) Users who have not opted for Easi/Easiest: Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https:// web.cdslindia.com/ myeasi/ Registration/ Easi Registration</a></li> <li>3) Alternatively, the user can directly access E-voting page by providing his Demat Account Number and PAN from 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; 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.</li> </ol>
<b>Individual Members holding shares in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) Users registered for NSDL IDeAS facility: <ol style="list-style-type: none"> <li>(i) Open web browser by typing the URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.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> </ol> </li> </ol>



Type of Members	Login Method
	<p>(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.</p> <p>(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.</p> <p>2) Users not registered for IDeAS e-Services: If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the E-voting website of NSDL.</p> <p>4) (i) After successfully registering on IDeAS, Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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.</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 &amp; voting during the meeting.</p>
<b>Individual Members (holding Shares in demat mode) login through their Depository Participants</b>	<p>(i) You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for E-voting facility. After successful login, you will be able to see E-voting option.</p> <p>(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.</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 &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve Password are advised to use '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 Depositories 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 call at 022- 23058738 and 022-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30.

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

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

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](http://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 (other than Individual Member) holding shares in Demat Form and all Members holding shares in Physical Form
PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as all Members holding shares in Physical Form)</li> <li>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.</li> </ul>
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).

- (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, Members 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 relevant 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.
- 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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) Procedure for Members whose email address/Mobile number are not registered with the Company or DP, as the case may be:**

**(A) Shares held in Physical Mode:** Please provide necessary details like E-mail id, Mobile No., Folio No., Name of Member, scanned copy of the share certificate (front and back) and self-attested copy of PAN or AADHAR by email to Company at [jklc.investors@jklmail.com](mailto:jklc.investors@jklmail.com)/ RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

**(B) Shares held in Demat Mode:**

For Demat Members (other than Individuals) - Please update your E-mail id & Mobile No. with your respective Depository Participant (DP).

For Individual Demat Members – Please update your E-mail id & Mobile no. with your respective DP which is mandatory for E-Voting & joining virtual meetings through Depository.

**(10) 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 19<sup>th</sup> August 2021 mentioning their name, demat account number/folio number, registered E-mail id and Mobile number at [jklc.investors@jkmil.com](mailto:jklc.investors@jkmil.com). The Members who do not wish to speak during the AGM but have queries may send their queries on or before 19<sup>th</sup> August 2021 mentioning their name, demat account number/folio number, E-mail id and Mobile number at [jklc.investors@jkmil.com](mailto:jklc.investors@jkmil.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.

(11) Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

**(12) 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.

**(13) 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 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](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 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 [jklc.investors@jkmil.com](mailto:jklc.investors@jkmil.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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

- (iii) The voting rights of Members shall be in proportion to their shares of 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 [www.jklakshmicement.com](http://www.jklakshmicement.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the Stock Exchange. 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.

- (14) **The Register of Members and the Share Transfer Books of the Company** shall remain closed from 14<sup>th</sup> August 2021 to 26<sup>th</sup> August 2021 (both days inclusive).
- (15) **Dividend:** The dividend of ₹ 3.75 per Equity Share of ₹ 5/- each (75%) as recommended by the Board of Directors, if declared at the AGM, will be paid within three weeks of the date of the AGM to the Members whose names are borne on the Company's Register of Members on 26<sup>th</sup> August 2021 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 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 already sent to the Members through E-mail which is available at <https://www.jklakshmicement.com/wp-content/uploads/2021/06/TDS-Communication-to-Shareholders.pdf>. 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 at its meeting held on 20<sup>th</sup> May 2021, 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 2021-22 commencing 1<sup>st</sup> April 2021 at a remuneration as mentioned in the Resolution.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Rules made thereunder, remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. The Board recommends the Resolution as set out at Item No. 4 of the Notice 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

As the Members are aware, Smt. Vinita Singhania (DIN No: 00042983) was re-appointed as Managing Director of the Company for a period of five years w.e.f. 1<sup>st</sup> August 2016 by

means of a Special Resolution passed by the Members at the Annual General Meeting held on 7<sup>th</sup> September 2016. Accordingly, her present tenure will determine on 31<sup>st</sup> July 2021.

The Board of Directors of the Company has re-appointed Smt. Vinita Singhania, as Managing Director of the Company for a further period of five years w.e.f. 1<sup>st</sup> August 2021 on the terms and remuneration determined by the Nomination and Remuneration Committee of Directors, set out hereunder subject to the Members and such other approval(s), as may be required.

In terms of Schedule V to the Companies Act, 2013, 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 <sup>st</sup> March 2021	₹ in Crore
Sales and Other Income	4,459.18
Profit Before Interest, Depreciation and Tax	864.22
Profit Before Depreciation (Before Exceptional Item)	721.70
Profit After Tax	366.24

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

**II. Information about the Appointee:**

- (1) **Background details:** Smt. Vinita Singhania, aged 69 years, is a businesswoman and an industrialist, with diversified and rich business experience. Smt. Singhania has been Director of several industrial and other companies. She has long experience of managing cement business and actively interacts with various association of cement industry on important issues. Smt. Vinita Singhania, has been the Managing Director of the Company since 2001 and was elevated to the position of Vice Chairman & Managing Director in 2013. Smt. Vinita Singhania is also the Chairperson of Company's CSR Committee and Risk Management Committee. She does not hold any Committee position in other companies in terms of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Under the dynamic guidance and supervision of Smt. Singhania, the Company has undertaken various efficiency improvements and capacity enhancement projects, culminating into the present capacity about 11.7 Million Tonnes and Turnover touching ₹ 4,500 Crore. Group Cement Capacity has been raised to about 13.50 Million Tonnes. Establishment of RMC Plants spreading over the Northern and Eastern part of India as well as introducing newer product lines like POP and AAC Blocks have added value to the Company's growth. The Company has also been

regularly paying dividend to the Shareholders since 2006-07. Smt. Vinita Singhania has the distinction of being the first woman President of Cement Manufacturers Association (CMA) as well as National Council for Cement and Building Materials (NCBM). She was elected unanimously as the President of CMA in October 2009. Contributions made by Smt. Vinita Singhania, have also been recognized by various awards. Recently, she has been conferred with 'Woman of the Year' by Uday India; Construction Woman of the year 2016 by Construction Times and Most Powerful Woman of the Year by India Today. Adding yet another accolade to her long list of achievements, Smt. Vinita Singhania was the much deserved recipient of the Mahatma Gandhi Award on 1<sup>st</sup> October 2019 on her innumerable accomplishments and keen business acumen at the helm of JK Lakshmi Cement Limited.

- (2) **Past Remuneration:** Smt. Vinita Singhania was re-appointed as Managing Director of the Company for a term of five years commencing 1<sup>st</sup> August 2016 by the Members at the Annual General Meeting held on 7<sup>th</sup> September 2016. For details regarding the remuneration paid to her during the financial year ended 31<sup>st</sup> March 2021, please refer Corporate Governance Report section of the Annual Report for the FY 2020-21.
- (3) **Recognition or awards:** Under the dynamic leadership of Smt. Singhania, Managing Director, the Company has won several prestigious awards in the fields of environment, Safety and Energy etc. including one of the 25 Coolest Workplace in