



CIN: L74999RJ1938PLC019511

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Phone: 91-11-68201862-866

## NOTICE

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

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

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

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

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV thereto and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and

Regulation 16 and other relevant provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Sadhu Ram Bansal (DIN:06471984), whose appointment on the Board of Directors as an Additional Director in terms of Section 161(1) of the Act, determines on the date of the present Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, for a term of three consecutive years with effect from 1<sup>st</sup> July 2022, not liable to retire by rotation.

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

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

"RESOLVED that pursuant to the provision of Section 161(1) of the Companies Act, 2013 (the Act) and the Rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Arun Kumar Shukla (DIN: 09604989) whose appointment as an Additional Director w.e.f. 1<sup>st</sup> August 2022 determines on the date of the present Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 of the Companies Act, 2013 (the Act)

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

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

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

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

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

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

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

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

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

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

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

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

**Regd. Office:**

Jaykaypuram-307 019

Distt. Sirohi (Rajasthan)

Date: 18<sup>th</sup> July 2022

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

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

**By Order of the Board**

**B.K. Daga**

Sr. Vice President & Company Secretary

## NOTES

(1) The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of Item Nos. 4 to 10 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') of persons seeking appointment/ re-appointment as Directors, is also annexed.

(2) In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.20/2020 dated 5<sup>th</sup> May 2020 read with General Circular No. 02/2022 dated 5<sup>th</sup> May 2022, allowed companies whose Annual General Meetings (AGM) are due in the year 2022, to conduct their AGMs on or before 31<sup>st</sup> December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 (MCA Circulars).The Securities and Exchange Board of India (SEBI) also issued Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May 2022 (SEBI Circular).

In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 82<sup>nd</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 82<sup>nd</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@jkmil.com](mailto:jklc.investors@jkmil.com)
- (5) The Members can join the AGM held through VC/OAVM fifteen (15) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (6) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All the documents referred to in this Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM.

Members seeking to inspect such documents can send an e-mail to [jklc.investors@jkmil.com](mailto:jklc.investors@jkmil.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 10<sup>th</sup> August 2022 through email at [jklc.investors@jkmil.com](mailto:jklc.investors@jkmil.com). The same will be replied by the Company suitably.

- (7) Dispatch of Notice of AGM and Annual Report through electronic mode: In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants (DP). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.jklakshmicement.com](http://www.jklakshmicement.com); website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and [www.nseindia.com](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 2021-22 and Notice of the 82<sup>nd</sup> AGM of the Company, may send request to the Company's email address at [jklc.investors@jkmil.com](mailto:jklc.investors@jkmil.com) mentioning Folio No./DP ID and Client ID.

For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at [jklc.investors@jkmil.com](mailto:jklc.investors@jkmil.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 82<sup>nd</sup> AGM by electronic means and the business may be transacted through remote E-voting services provided by CDSL. Remote E-voting is optional. The facility of E-voting shall also be made available at the AGM and Members attending the AGM who have not cast their vote by remote E-voting shall be able to exercise their right to cast vote during the AGM.
  - (B) **The instructions for Members for remote E-voting are as under:**
    - (i) The remote E-voting period begins on Friday, 12<sup>th</sup> August 2022 (10:00 A.M.) and ends on

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

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

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

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 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
Individual Members holding shares in Demat mode with CDSL	<p><b>Users who have opted for CDSL Easi/Easiest facility:</b></p> <ul 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> </ul> <p><b>Users who have not opted for Easi/Easiest:</b></p> <ul style="list-style-type: none"> <li>(i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiestRegistration">https://web.cdslindia.com/myeasi/Registration/EasiestRegistration</a></li> <li>(ii) 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> </ul>
Individual Members holding shares in demat mode with NSDL	<p><b>Users already 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.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> <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>



Type of Members	Login Method
	<p><b>Users not registered for IDeAS e-Services:</b></p> <p>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>. Visit the E-voting website of NSDL.</p> <p>(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>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. After successful login, you will be able to see E-voting option.</p> <p>Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or E-voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the remote E-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website(s).

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

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

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

The Members should log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on “Shareholders/Members” module.

Now enter your User ID

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

OR

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

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](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 holding shares in Demat Form (other than Individuals) and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members)</p> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

- (A) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL E-voting system. The link for VC/OAVM will be available in Shareholder/ Members login where the EVSN of Company will be displayed.
- (B) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- (C) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (D) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (E) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request on or before 10<sup>th</sup> August 2022 mentioning their name, demat account number/folio number, registered email id and mobile number at [jkic.investors@jkmil.com](mailto:jkic.investors@jkmil.com). The Members who do not wish to speak during the AGM but have queries may send their queries on or before 10<sup>th</sup> August 2022 mentioning their name, demat account number/folio number, email id and mobile number at [jkic.investors@jkmil.com](mailto:jkic.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.
- (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:-**
- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote E-voting.
  - 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.
  - 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.
  - 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:**
- 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 [jkic.investors@jkmil.com](mailto:jkic.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
- 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.
  - 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.
  - 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.
  - The Company has appointed Shri Ronak Jhuthawat (Certificate of Practice No. 12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice, as Scrutinizer to scrutinize



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

- (vii) The Scrutiniser will, after the conclusion of E-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote E-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website at <https://www.jklakshmicement.com/> and on the website of CDSL [www.evotingindia.com](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 6<sup>th</sup> August 2022 to 17<sup>th</sup> August 2022 (both days inclusive).**

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

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

#### **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 4**

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

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

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

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

##### **Item No. 5**

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

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

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

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

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

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

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

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

#### Item No. 6 and 7

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

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

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

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

#### I. General Information:

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

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

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

#### II. Information about the Appointee:

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

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