

NOTICE

NOTICE is hereby given that the 83rd Annual General Meeting of the Members of JK LAKSHMI CEMENT LIMITED will be held on Thursday, the 24th August 2023 at 2:30 P.M. Indian Standard Time, through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including audited consolidated financial statements) for the Financial Year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To consider and if thought fit to pass, the following as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 (the Act) & Regulations 17(1A) and 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for re-appointment of Shri Bharat Hari Singhania (DIN: 00041156), Chairman, aged 85 years, as Director of the Company liable to retire by rotation and continuation of his appointment as Non-executive Director of the Company 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 or any committee thereof be and is hereby authorized to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution, including but not limited to settle any question or difficulty in connection therewith and incidental thereto."

4. To consider and if thought fit to pass, the following as a **Special Resolution**:
"RESOLVED that pursuant to the provisions of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any statutory modification or re-enactment thereof, for the time being in force, consent of the Members of the Company be and is hereby accorded for payment of annual remuneration to Shri Bharat Hari Singhania, Chairman (Non-executive Director) of the Company, for

the Financial Year ended 31st March 2023, which exceeds fifty percent of the total annual remuneration payable to all Non-executive Directors of the Company.

RESOLVED FURTHER that the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution, including but not limited to settle any question or difficulty in connection therewith and incidental thereto."

5. 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 2023-24 commencing 1st April 2023, of ₹ 2.25 Lakh (Rupees Two Lakh and Twenty Five Thousand) only per annum, excluding GST, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the Cost Audit, be and is hereby ratified and confirmed.

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

6. 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 17th August 2022, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members 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') 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 its paid-up share capital, securities premium and 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 ₹ 7,000 Crore (Rupees Seven Thousand Crore) only.

RESOLVED FURTHER that the Board of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution, including but not limited to settle any question or difficulty in connection therewith and incidental thereto."

7. 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 17th August 2022, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members 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 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/or any other Undertakings of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said Units and / or Undertakings of the Company, to or in favour of any Financial Institution, Bank and other Lending Institution or Fund, Trustee 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 ₹ 7,000 Crore (Rupees Seven 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, including but not limited 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 pursuant to the provisions of Section 186 of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals as may be required in this regard, consent of the Members 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: (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time in one or more tranches, as the Board at its absolute discretion deem beneficial and in the interest of the Company, in excess of the limits prescribed under Section 186 of the Act, for an amount not exceeding ₹10,000 Crore (Rupees Ten Thousand Crore) only, outstanding at any point of time, notwithstanding that the aggregate amount of loans & guarantees given or security provided and investments made, along with the investments, loans, guarantees or security proposed to be made or given by the Board may exceed the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER that the Board of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution, including but not limited to settle any question or difficulty in connection therewith and incidental thereto.

Regd. Office:

Jaykaypuram-307 019
Distt. Sirohi (Rajasthan)

Date: 27th July, 2023

By Order of the Board

Amit Chaurasia
Company Secretary

NOTES

- (1) The Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of Item Nos. 3 to 8 of the Notice set out above, is annexed hereto.
- (2) The Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated 5th May 2020 read with General Circular No. 10/2022 dated 28th December 2022, allowed companies whose Annual General Meetings (AGMs) are due in the year 2023, to conduct their AGMs on or before 30th September 2023, in accordance with the requirements laid down in para 3 and 4 of the General Circular No. 20/2020 (MCA Circulars). The Securities and Exchange Board of India (SEBI) also issued a Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (SEBI Circular). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the 83rd Annual General Meeting (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 83rd 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 e-Voting. The said Resolution / Authorization shall be sent at 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 at least 1,000 Members on first come first served basis. This will not include large Shareholders (holding 2% or more shareholding), Promoter/Promoter group members, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit

Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- (6) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.

All the 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@jkmall.com.

Further, Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before 17th August 2023 through email at jklc.investors@jkmall.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 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants (DP) unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at www.jklakshmicement.com; website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2022-23 and Notice of the 83rd AGM of the Company, may send request to the Company's email address at jklc.investors@jkmall.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/DP ID/ Client ID and attaching a self-attested copy of PAN at jklc.investors@jkmall.com or admin@mcsregistrars.com.

(8) INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/ OVAM ARE AS FOLLOWS:

(A) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 in relation to e-Voting Facility provided by Listed Entities, the Company is pleased to provide Members, facility to exercise their right to vote at the 83rd 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, 18th August 2023 (10:00 A.M.) and ends on Wednesday, 23rd August 2023 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 17th August 2023 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 remote e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-Voting facility provided by Listed Entities, e-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP), thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. **Members are advised to register / update their mobile number and e-mail ID with their DPs in order to access e-Voting facility and/or attend the AGM.**

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

Type of Members	Login Method
Individual Members holding shares in Demat mode with CDSL	<p>Users who have opted for Easi/Easiest</p> <ul style="list-style-type: none"> (i) Members, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. (ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. <p>Option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and 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 e-Voting Service Providers.</p>
Individual Members holding shares in demat mode with NSDL	<p>Users registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> (i) Open web browser by typing the URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.

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 and voting during the meeting.</p> <p>Users not registered for IDeAS e-Services:</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(i) Visit the e-Voting website of NSDL. After successfully registering on IDeAS, open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>(ii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(iii) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>
Individual Members (holding Shares in demat mode) login through their Depository Participants (DPs)	<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 and voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Members holding shares in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Members holding shares in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

The Members should log on to the e-Voting website www.evotingindia.com

Click on "Shareholders/Members" module.

Now enter your User ID

- (i) For CDSL: 16 digits beneficiary ID;

- (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- (iii) Members holding Shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form (other than Individuals) and Physical Form
PAN	<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 on 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 which you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (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 and 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 Laptops 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 during 16th August 2023 to 20th August 2023, mentioning their name, demat account number/folio number, registered email id and mobile number at jkic.investors@jkmail.com. The Members who do not wish to speak during the AGM but have queries may send their queries on or before 17th August 2023 mentioning their name, demat account number/folio number, email id and mobile number at jkic.investors@jkmail.com. These queries will be replied by the Company suitably.
- (F) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (G) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- (10) Members attending the AGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.**
- (11) Instructions for Members for e-Voting during the AGM are as under:-**
- (A) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- (B) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (C) If Votes are cast by the Members through the e-Voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-Voting during the meeting is available only to the Members attending the meeting.
- (D) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (12) Other Common Instructions:**
- (A) Facility for Non – Individual Members and Custodians – Remote e-Voting.
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at jkic.investors@jkmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (B) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com, under **HELP** section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.
- (C) 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.
- (D) 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.
- (E) 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.

- (F) 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.
- (G) The Scrutiniser will, after the conclusion of e-Voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-Voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website at <https://www.jklakshmicement.com/> and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the Stock Exchanges. The results of the voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.
- (H) 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 12th August 2023 to 24th August 2023 (both days inclusive).**
- (14) **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 to four weeks of the date of the AGM. In respect of Shares held in physical mode, the Dividend will be paid to the Members whose names are borne on the Company's Register of Members on 11th August 2023 and in respect of Shares held in dematerialised form, the Dividend will be paid to all the Beneficial Owners ('BOs') as at the end of the day on 11th August 2023 as per the list of the BOs to be received from the Depositories for this purpose.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, 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/tds-communication-2023-24/>. 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. 3 & 4

The Members of the Company at the Annual General Meeting (AGM) held on 26th August 2021 had already approved continuation of Shri Bharat Hari Singhania (DIN 00041156), Chairman, aged 85 years, as a Non-executive, Non-Independent Director of the Company w.e.f. 1st October 2021, liable to retire by rotation. Pursuant to the provisions of Section 152 of the Companies Act, 2013 (Act), Shri Singhania shall retire by rotation at this AGM and being eligible, has offered himself for re-appointment as Director of the Company, liable to retire by rotation. Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is required to take approval of the Members by means of a Special Resolution to appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy-five years.

Shri Bharat Hari Singhania is an Industrialist with over 66 years of experience in managing various industries including Cement, Automotive Tyres, Paper, Jute, Synthetics, Paints, high yielding Hybrid Seeds, Audio Magnetic Tapes, Sugar etc. Shri Singhania is the President of JK Organisation, an Industrial Group founded over 100 years ago. The Group is a multi-business, multi-product and multi-location group. Shri Singhania being one of the constituents of the Promoter Group, has been Managing Director of the Company since 1994 and elevated to the position of Chairman in 2013. In 2021, Shri Singhania stepped down from the position of Managing Director and on the request of the Board of Directors, Shri Singhania agreed to continue as Non-Executive Chairman w.e.f. 1st October 2021 and render his services to the Company, from time to time, on strategic and development issues and other matters of importance.

Shri Bharat Hari Singhania is involved in policy planning, vision and strategy and long-term developmental activities of the Company. With a progressive attitude and inherent leadership skills, Shri Singhania has provided strategic direction to the Company and immensely contributed in its functioning and growth besides Corporate Governance and Board coordination.

Under the visionary leadership of Shri Bharat Hari Singhania, the Company has undertaken various Capacity Expansion Projects and also made a foray into other value added products viz. RMC, POP, AAC Blocks etc. The Company has achieved new milestones in its efficiency improvement. Further, under the mature guidance of Shri Singhania, the Company continues to be one of the least cost producers of Cement in the country. The efficiency parameters of the Company with respect to power consumption and fuel consumption continues to be one of the best in the industry. The Company's captive power generation has also touched a new high thereby reducing our cost of operations besides enabling to meet the renewable energy obligation. Under his able leadership, the Revival & Rehabilitation Project of Udaipur Cement Works Ltd., a material subsidiary of the Company (UCWL), completed at a Capex of ₹ 825 Crore by refurbishing the Clinker line and adding another Cement Mill to take its Cement Capacity

to 1.6 Million Tonnes with Clinker Capacity of 1.2 Million Tonnes. UCWL has since turned around into a Profitable Company. In 2021, UCWL had completed a Balancing Project of Enhancing Clinker Capacity to 1.5 Million Tonnes and Cement Capacity to 2.2 Million Tonnes. Further, UCWL has taken up implementation of an Expansion Project for putting up a New Clinker Line of 1.50 Million Tonnes and Additional Cement Capacity of 2.50 Million Tonnes. The Project envisages a Capital Outlay of ₹ 1,650 Crore and is expected to be implemented in 2024. After the completion of this Expansion Project, UCWL's Clinker capacity would stand increased to 3 Million Tonnes and Cement capacity to 4.70 Million Tonnes.

Shri Bharat Hari Singhania has laid great emphasis on promoting better services to the Shareholders and took several investor friendly measures with a view to reward the Shareholders including successful completion of Buy-Back in February 2013. The Company has also been regularly paying dividend to the Shareholders since 2006-07. The Company is meeting all its statutory obligations for all the years under his leadership. The Company has not made any default in repayment of its financial obligations. The Company does not have grievances of investors/ shareholders, except few minor grievances of routine nature.

As Chairman of the Board, Shri Singhania harmoniously conducts the meetings, actively participates in discussions and ensures that the policies, processes and compliances are strengthened in the Company, benchmarked with the best and duly observed. Shri Singhania has held the business strong in the midst of intensifying competition in the cement industry. Shri Singhania ensures that the Board size and constitution are in conformity with the Company's size and the SEBI Listing Regulations, including setting up of various Board's Committees and defining their role and responsibilities, in compliance of the Act and the SEBI Listing Regulations.

Shri Bharat Hari Singhania is also the Chairman of JK Paper Ltd., JK Agri Genetics Ltd. & Bengal & Assam Company Ltd. and Director of JK Tyre & Industries Ltd. (Listed companies). Further, he is also Director of several other companies and Chancellor of JK Lakshmipat University, Jaipur. He is past President of Indian Chamber of Commerce and past Chairman of Indian Jute Mills Association & Indian Jute Industries Research Association, Kolkata and has been involved with a large number of industry and professional bodies. Shri Singhania has been a member of various Government bodies and Trade delegations. He has travelled widely in India & overseas and has intense knowledge of various industries and finance sector. Besides, Shri Singhania is heading various philanthropic organisations of JK Group such as Lakshmipat Singhania Education Foundation, Lakshmipat Singhania Medical Foundation and Pushpawati Singhania Hospital & Research Institute. He is also actively associated with many other Academic Institutions which are run by JK Group. Shri Singhania has a passion for promoting educational institutions, CSR, health care, cultural and philanthropic activities in various parts of the country.

Considering Shri Bharat Hari Singhania's deep knowledge of the industry and rich business experience, the Board strongly believes that it will be in the best interest of the Company to continue Shri Singhania, Chairman, as Non-executive Director of the Company. To enable Shri Singhania to discharge his duties as Non-executive Chairman of the Company effectively and smoothly, he is entitled to maintain a Chairman's office at Company's expense and allowed reimbursement of expenses incurred in performance of his duties, as permitted under Regulation 27 read with schedule II, Part-E (Para A) of the SEBI Listing Regulations. Accordingly, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (Board) of the Company, he would continue to be reimbursed certain expenses incurred for official purposes such as travelling, maintenance of Chairman's office with support staff and facilities, including free furnished residential accommodation and other amenities; car with driver, club membership, reimbursement of medical expenses in India or abroad, telephone and communication facilities and such other reimbursements, as may be decided by the Board from time to time.

Further, pursuant to Regulation 17(6)(ca) of the SEBI Listing Regulations, a listed entity is required to obtain approval of the members of the company by way of special resolution for payment of annual remuneration to a single non-executive director exceeding fifty percent of the total annual remuneration payable to all non-executive directors of the company. Shri Bharat Hari Singhania is to be paid a Commission of ₹ 250 Lakh for the Financial Year ended 31st March 2023, which is within the limits prescribed under the Act, as already approved by the Members of the Company at AGM held on 26th August 2021. Since the annual remuneration payable to Shri Singhania, Chairman (Non-executive Director) exceeds fifty percent of the total annual remuneration payable to all Non-executive Directors of the Company for the Financial Year ended 31st March 2023, approval of the Members of the Company is also required by way of Special Resolution for payment of above annual remuneration to Shri Singhania. As a Non-executive Chairman of the Company, Shri Singhania continues to make his services available to the Company from time to time and has been providing valuable guidance on various Strategic & Development Issues and other matters of importance. Further, Shri Singhania's extensive experience of various industries, including the Cement Industry has been instrumental in helping the Company towards both short term growth as well as long term sustainability. Shri Singhania invests considerable time in reviewing the operations and performance of the Company and his interactions with senior leaders and his role in building a talent pool in the Company, contributes to maximise stakeholders' value. Against the above services being rendered by Shri Singhania on a continuous basis, he is not drawing any fixed remuneration from the Company. Considering the stature of Shri Singhania and his contribution as Chairman of the Company as explained above, the Board deems it appropriate to recognise his contribution and deems it fair to remunerate him with the above proposed remuneration.

The Resolutions are accordingly recommended for approval of the Members by means of Special Resolutions.

Except Shri Bharat Hari Singhania, Chairman & Dr. Raghupati Singhania (Brother of Shri Bharat Hari Singhania), Director and their relatives to the extent of their shareholding, if any, in the Company, 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 aforesaid Special Resolutions.

The other disclosures relating to Shri Bharat Hari Singhania, as required under the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretary of India are as under:

Shri Bharat Hari Singhania, Graduate, appointed on the Board of the Company w.e.f 30th March 1994. He does not hold Membership/ Chairmanship of Audit Committee and Stakeholders Relationship Committee of other Public companies. He has not resigned from the directorship of any listed company in last three years. He holds 2,06,872 Equity Shares of the Company [including 24 shares held as Karta of Shri Bharat Hari Singhania (HUF)]. He has attended all the four Board Meetings held during the F.Y. 2022-23. Remuneration drawn: For the F.Y. 2022-23, sitting fees of ₹ 6.65 Lakh has been paid to him for attending Board / Committees' Meetings. Remuneration proposed: He will be paid Sitting Fees for attending the Board / Committees' Meetings and Commission on Net Profits, if any.

Item No. 5

The Board of Directors of the Company at its meeting held on 19th May 2023, 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 2023-24 commencing from 1st April 2023 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. 6

The Members of the Company at Annual General Meeting (AGM) held on 17th August 2022, had authorised the Board of Directors of the Company to continue to borrow for the purposes of the Company, moneys in excess of its paid-up share capital, securities premium and free reserves, upto an amount not exceeding ₹ 4,000 Crore, at any point of time pursuant to Section 180(1)(c) of the Companies Act, 2013 (Act).

As on date, the actual sanctioned borrowing limits to the Company (inclusive of undrawn limits) by various Lenders / Financial Institutions are approx. ₹ 3,400 Crore, which is within the limit of ₹ 4,000 Crore approved by the Members of the Company at their AGM held on 17th August 2022.

In order to achieve long term strategic and business objectives, the Company is exploring various organic and inorganic growth opportunities, including Expansion Projects envisaged by the Company from time to time. With a view to facilitate funding of the above growth opportunities by way of issuance of Bonds / Debentures and / or availing financial assistance by way of Term Loans, Working Capital arrangements, etc., it is considered necessary to increase the said borrowing limit to ₹ 7,000 Crore in the aggregate, outstanding at any point of time.

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

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

Item No. 7

The Members of the Company at Annual General Meeting held on 17th August 2022, had authorised the Board of Directors of the Company to continue to create mortgage and/or charge on the immovable and movable properties of the Company in favour of the Lenders to secure their financial assistance not exceeding ₹ 4,000 Crore, in the aggregate, pursuant to Section 180(1)(a) of the Companies Act, 2013 (Act).

With a view to meet the increasing requirements of funds to achieve long term strategic and business objectives of the Company as mentioned in the Statement under Section 102 of the Act of Resolution at Sr. No. 6 of this Notice, it may have to resort to further borrowings from Financial and other Lending Institutions upto a limit of ₹ 7,000 Crore in the aggregate, at any point of time. As security for such borrowings, immovable or movable properties of the Company pertaining to any one or more of the Units and/or Undertakings may have to be mortgaged/ charged in favour of Financial & other Lending Institutions, Lenders and Debenture Trustees.

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

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