

JKCL/35/SE/2024-25
28th August, 2024

BSE Ltd. Corporate Relationship Department, Phiroze, Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code: 532644 (ISIN.INE 823G01014) Through: BSE Listing Centre	National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Scrip Code: JKCEMENT (ISIN.INE 823G01014) Through: NEAPS
--	--

Dear Sir/Ma'am

Subject: Postal Ballot Notice - Regulation 30 of the SEBI (LODR) 2015

In terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, (as amended) we are enclosing herewith a Postal Ballot Notice (including instruction for E-voting and a statement under section 102(1) of the Companies Act, 2013) seeking approval of members through e-voting in respect of the following matters

S.N.	Particulars
1	Alteration of Clause V of Memorandum of Association
2	Alteration of Article No. 15(1), 15(2)(a), 15(2)(b), 68, 91 and 101(2) of Articles of Association
3	Re-appointment of Mr. Ajay Kumar Saraogi (DIN: 00130805) as Deputy Managing Director and Chief Financial Officer of the Company, for a further period of 5 (five) years commencing from 17 th June 2025 till 16 th June, 2030 on the expiry of existing term on 16.6.2025, whose office is liable to retire by rotation,

The Calendar events for aforementioned Postal Ballot is as follows.

Date of Postal Ballot notice	:	Friday, 23.08.2024
Benpos date for Sending Postal Ballot Notice	:	Monday, 26.08.2024
Cut Off Date (Shareholders eligible for e-voting):	:	Monday, 26.08.2024
Date of completion of dispatch	:	Wednesday, 28.08.2024
Newspaper insertion to be published on	:	Thursday, 29.08.2024
Remote e-Voting Start Date & Time	:	Sunday, 01.09.2024 from 9.00 A.M.
Remote e-Voting End Date & Time	:	Monday, 30.09.2024 till 5.00 P.M.
Date of declaration of result of Postal Ballot	:	Within 2 working days of 30.09.2024

Sincerely,



Shambhu Singh
Vice President & Company Secretary
FCS 5836



Encl: As above

Corporate Office

- 📍 Prism Tower, Ninaniya Estate, Gwal Pahari, Gurugram, Haryana-122102
- 📞 +0124-6919000
- ✉️ prismtower@jkcement.com
- 🌐 www.jkcement.com

JK SUPER
CEMENT
BUILD SAFE

JK SUPER
STRONG
BUILD SAFE

JK CEMENT
WhiteMax
 White Portland Cement

JK CEMENT
WallMax
 White Cement Wall Putty

Manufacturing Units at :

Nimbahera, Mangrol, Gotan (Rajasthan) | Muddapur (Karnataka)
 Jharli (Haryana) | Panna, Ujjain, Katni (M.P.) | Balasinor (Gujarat)
 Aligarh, Hamirpur, Prayagraj (U.P.)





(CIN: L17229UP1994PLC017199)

Registered Office

Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

Telephone : +91-512-2371478/81, **Fax** : +91-512-2399854

Email : shambhu.singh@jkcement.com **Web** : www.jkcement.com

Period of Remote E-voting	
Start Date & Time	Sunday, 1 st September, 2024 from 9.00 A.M. (IST)
End Date & Time	Monday, 30 th September, 2024 till 05.00 P.M. (IST)

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

Notice is hereby given to the Members of J.K. Cement Limited ("**the Company**") that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013, as amended ("**the Act**"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "**Rules**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the '**SEBI Listing Regulations**'), read with applicable circulars issued under the Act and SEBI Listing Regulations, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby seeks your approval for the **Special Resolutions** appended below through the **Postal Ballot process ("Postal Ballot") only by way of remote e-voting ("e-voting")**.

The proposed resolutions along with the Statement under Section 102 of the Act form part of this Postal Ballot Notice ("**the Notice**" or "**Postal Ballot Notice**").

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the rules framed thereunder, the MCA Circulars and SS-2, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Registrar and Transfer Agent/ Depository Participant(s). The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has made necessary arrangements with NSDL Database Management Limited ("**RTA**") to enable the Members to register their e-mail address. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The Notice is also available on the website of the Company at www.jkcement.com

The Board of Directors of the Company, in compliance with Rule 22(5) of the Rules has appointed Mr. S.K. Gupta, Practicing Company Secretary (FCS No. 2589) and Ms. Divya Saxena Practicing Company Secretary (FCS No. 5639), as the Scrutinizer and the alternate Scrutinizer ("**Scrutinizer**") respectively to conduct the Postal Ballot through e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose.

The remote e-voting period commences at 09:00 A.M. (IST) on Sunday, 1st September, 2024 and ends at 05:00 P.M. (IST) on Monday, 30th September, 2024.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) or Abstain (refrain from voting) by following the



procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on **Monday, 30th September, 2024**. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Upon the completion of the scrutiny of the votes, the Scrutinizer will submit his/her report to the Company Secretary of the Company as authorised by the Board of Directors of the Company and the result of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting i.e. not later than 5:00 P.M. (IST) on Thursday, 3rd October, 2024 at the registered office of the Company. The said result alongwith the Scrutinizer's Report will be displayed at Registered Office of the Company and uploaded on the Company's website www.jkcement.com and on the website of NSDL on www.evoting.nsdl.com. The result will simultaneously be communicated/uploaded to the Stock Exchanges and RTA.

In accordance with SS-2 issued by the ICSI, the last date of e-voting, i.e. **Monday, 30th September, 2024** shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority and shall be deemed to have been passed as if passed at a General Meeting of the Members.

ITEM NO. 1:

TO APPROVE ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals, as may be required, members of the Company hereby take note of the increase in Authorised Share Capital of the Company pursuant to order dated 20th July, 2023 passed by the Hon'ble NCLT Prayagraj Bench and hereby approve the consequential amendment in existing clause V of the Memorandum of Association of the Company, which stands substituted as under:

"The Authorised Share Capital of the Company is Rs. 130,00,00,000 (Rupees One Hundred Thirty Crores) divided into 13,00,00,000 (Thirteen Crores) Equity Shares of Rs. 10/- (Ten) each with power to increase or reduce the Capital and divide the Share Capital of the Company for the time being into different classes and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with those presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as it may in its absolute discretion considers necessary, expedient and proper for giving effect to this resolution and matters, incidental, consequential and connected therewith including seeking all necessary approvals to give effect to this Resolution."

ITEM NO. 2:

TO APPROVE ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals as may be required, approval of the Members of the Company be and are hereby accorded to amend the Articles of Association ("AOA") of the Company as hereunder :

(i) **THAT** the existing sub-clause (1) of Article 15 of AOA be and is hereby deleted and substituted with the following:

15(1)- Authority to dematerialize securities.

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialised form and on the same being done, the Company and/or its RTA shall further be entitled to maintain a Register of Members/Debentureholders/ other securityholders with the details of Members/Debentureholders



/other securityholders holding shares, debentures or other securities both in physical and dematerialised form in any media as permitted by the Act.

(ii) **THAT** the existing sub-clause (2)(a) of Article 15 of AOA be and is hereby deleted and substituted with the following :

15(2)(a)- Option to hold securities in certificates or with Depository

Every Person subscribing to or holding securities of the Company shall subject to the provisions of the Act, have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a Person opts to hold his security with a Depository, the Company and/or its RTA shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.

(iii) **THAT** the existing sub-clause (2)(d) of Article 15 of AOA and the heading thereof be and is hereby deleted and substituted with the following:

15(2)(d)- Beneficial owner to be recognised for entitlements of all corporate rights, benefits etc.

Save as herein otherwise provided, the Company shall be entitled to treat the Person whose name appears as the Beneficial Owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other Person whether or not it shall have express or implied notice thereof.

(iv) **THAT** the existing Article 68 of AOA be and is hereby deleted and substituted with the following:

If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to act as such, the Vice Chairman shall preside over the General Meeting. If Chairperson/Vice Chairman are not present or are unwilling to act as such, the Directors present shall elect one of themselves to act as Chairperson/Chairman of the Meeting.

(v) **THAT** the marginal note and existing sub-clause (1) & (2) of Article 91 be and are hereby deleted and sub-clause (3) be renumbered as Article 91 with marginal note as follows:

91. Board Power to determine the retirement of Directors by rotation:		The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
---	--	---

(vi) **THAT** the existing sub-clause (2) of Article 101 of AOA and the heading thereof be deleted and substituted with the following:

Article 101(2): Special position of Managing Director and Joint Managing Director

The Managing Director and Joint Managing Director shall not while he continues to hold that office be subject to retirement by rotation in accordance with Article 90. However, the office of Deputy Managing Director and Whole Time Director, subject to terms of appointment read with Article 90 may be subject to liable to retirement by rotation. The Managing Director, Joint Managing Director, Deputy Managing Director and Whole Time Director if he ceases to hold the Office of Director, he shall ipso facto and immediately ceased to be Managing Director, Joint Managing Director, Deputy Managing Director and Whole Time Director.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as it may in its absolute discretion considers necessary, expedient and proper for giving effect to this resolution and matters, incidental, consequential and



connected therewith including seeking all necessary approvals to give effect to this Resolution.”

ITEM NO. 3:

TO RE-APPOINT MR. AJAY KUMAR SARAOGI (DIN: 00130805) AS DEPUTY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable Regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the members be and are hereby accorded for re-appointment of Mr. Ajay Kumar Saraogi (DIN: 00130805) aged about 67 years as Deputy Managing Director and Chief Financial Officer of the Company, for a further period of 5 (five) years commencing from 17th June, 2025 till 16th June, 2030, subject to his office being liable to retire by rotation, on the following terms and conditions including remuneration as set out below:-

Basic Pay	Rs. 40 Lacs p. m
Scale	40 Lacs - 5 Lacs – 60 Lacs
Perquisites and other benefits	100% of basic pay
Contribution to provident Fund:	As per Company Rules
Gratuity:	
Encashment of Un-availed Leave	
Superannuation	
Leave Travel Concession	
Personal Accident Insurance	
Telephone	
Annual Leave	
Performance linked incentive	
Club Fees	Reimbursement of Annual Membership of two Clubs and reimbursement of club bills. Life Membership would not be allowed.
Reimbursement of Salary	Two Security Guards and/or Attendants at residence subject to overall yearly ceiling of Rs. 6 (Six) Lakhs per annum.
Car	Company maintained two vehicles with Drivers for Official Work.

OTHER BENEFITS:

- A. The Company shall reimburse actual entertainment, travelling and other expenses incurred by the Deputy Managing Director & CFO in connection with the Company's business as per Rules of the Company. Reimbursement of Travelling Expenses of spouse accompanying the Deputy Managing Director & CFO on any official trip as per Rules of the Company
- B. The Company shall undertake Mediciam with adequate pecuniary Coverage (for treatment in India and Abroad). However, if the coverage is found to be inadequate and/or Mediciam is impermissible, the Deputy Managing Director & CFO shall be entitled to reimbursement of Medical Expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto, without any ceiling limit.

The following perquisites however shall not be included in the computation of the ceiling on remuneration:

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;



- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Encashment of leave at the end of the tenure."

"RESOLVED FURTHER THAT Mr. Ajay Kumar Saraogi in his capacity as Deputy Managing Director & CFO of the Company, will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof."

"RESOLVED FURTHER THAT Deputy Managing Director & CFO, shall be entitled to re-imbursement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company."

"RESOLVED FURTHER THAT pursuant to the section 196 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Act, consent of the members be and is hereby accorded for continuation of Mr. Ajay Kumar Saraogi (DIN: 00130805) as Deputy Managing Director & CFO of the Company notwithstanding his attaining the age of 70 (Seventy) years on 26th August, 2026 during the currency of his tenure of appointment."

"RESOLVED FURTHER THAT where in any financial year during the currency of term of Deputy Managing Director & CFO, the Company has no profits or its profits are inadequate, the Company shall pay to Deputy Managing Director, remuneration by way of Salary and Perquisites as stated above as minimum remuneration, however subject to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration of Mr. Ajay Kumar Saraogi from time to time within the overall limits approved and settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution."

By Order of the Board of Directors

For J.K. Cement Ltd.

Sd/-

Shambhu Singh

Vice President & Company Secretary

ICSI Membership No. FCS-5836

Date: 23.08.2024

Place: Kanpur



Notes: -

1. A Statement pursuant to Section 102(1) read with section 110 of the Companies Act, 2013 (the Act) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) setting out the material facts concerning the Special Business set out in the Notice and the reasons thereof is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above-mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. All documents required to be kept open for inspection, if any, shall be open for inspection from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process i.e. 30th September, 2024 at the Registered Office of the Company during business hours (between 2.00 P.M. and 5.00 P.M.) on all working days (except Saturdays, Sundays and Public Holidays). Further, Members seeking to inspect such documents can also send an e-mail to Shambhu.singh@jkcement.com.
4. In compliance with MCA Circulars, the Postal Ballot Notice is being sent only in electronic mode to those Members, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Monday, 26th August, 2024, (“the Cut-off Date”)** and whose e-mail IDs are registered with the Company/Depository Participant(s). Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on **cut-off date**. A person who is not a member as of the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
5. Members who have not registered their e-mail address may download the Postal Ballot Notice from the website of the Company i.e. www.jkcement.com or website of NSDL i.e. www.evoting.nsdl.com or may send request at email id: shambhu.singh@jkcement.com for copy.
6. The Postal Ballot Notice is uploaded on the website of the Company at www.jkcement.com, on the 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, website of RTA, i.e. www.ndml.in and on the website of NSDL i.e. www.evoting.nsdl.com
7. In compliance with the provisions of Section 108 of the Act read with the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by NSDL. Members exercising e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “**instruction for remote e-voting**”. It may be noted that e-voting is compulsory.
8. **The remote e-voting shall commence on Sunday, 1st September, 2024 at 09:00 A.M. (IST) and shall end on Monday, 30th September, 2024 at 05:00 P.M. (IST).** During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
9. The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent or abstain of the members on the resolutions would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email address registered by following the procedure given below:



- (i) shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered by contacting or writing an email to Mr. Sunil Kamble, from NSDL Database Management Limited (NDML), Registrar and Share Transfer Agent, at the email [id- investor.ndmlrta@ndml.in](mailto:investor.ndmlrta@ndml.in) or Mr. Shambhu Singh, Vice President & Company Secretary at the email [id- Shambhu.Singh@jkcement.com](mailto:Shambhu.Singh@jkcement.com) . Post Successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to shambhu.singh@jkcement.com or evoting@nsdl.co.in.
- (ii) It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, NSDL Database Management Limited, please visit <http://www.jkcement.com>.
- (iii) Those shareholders who have already registered their email address are requested to keep their email address validated with their Depository participants/the Company's Registrar and Share Transfer Agent, NSDL Database Management Limited to enable servicing of notices/documents/Annual Reports electronically to their email address.
10. The Resolution, if passed by requisite majority, through Postal Ballot by remote e-voting will be deemed to have been passed on the last date specified for e-voting i.e. **30th September, 2024**. The Scrutinizer shall after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit a Scrutinizer's Report of the total votes cast in favour or against, if any, **on or before 3rd October, 2024 by 5.00 P.M.** (IST), to the Company Secretary of the Company as authorized by the Board, who shall countersign the same. The Scrutinizer's decision on the validity of E-voting will be final. The result of the Postal Ballot will be announced by the Company Secretary of the Company or any other Director authorized by the Chairperson on or **before 3rd October, 2024** at the Registered Office of the Company and shall also be displayed on the Notice Board of the Company's Registered Office. The result declared along with the Scrutinizer's Report shall also be uploaded on the Company's website www.jkcement.com and on the website of NSDL www.evoting@nsdl.co.in and shall simultaneously be forwarded to the Stock Exchange.
11. In case of any query/grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or call on toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Shri Kaushal Kumar at kaushalk@nsdl.com and evoting@nsdl.com or to Mr. Shambhu Singh, Vice-President and Company Secretary at e-mail ID - Shambhu.Singh@jkcement.com.

12. Appeal and Information to Shareholders:

- ✓ E-mail Registration: The members are requested to register their e-mail addresses as detailed in this Notice;
- ✓ Demat Holding: Pursuant to Securities and Exchange Board of India (SEBI) notification dated January 24, 2022, read with SEBI circular dated January 25, 2022, transfer of shares in physical mode and transmission or transposition of securities held in the physical or dematerialised form shall be effected only in dematerialised form. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer, transmission, transposition, sub-division, or consolidation. Renewal/exchange of share certificate or issuance of duplicate share certificates for shares held in physical form. Members are requested to convert the physical holding to demat through DP. Members may contact the Company for any assistance in the said process of physical to demat of shares.
- ✓ To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. In addition, periodic statements of holdings should be obtained from the concerned DP, and holdings should be verified from time to time.
- ✓ SEBI has mandated furnishing PAN and KYC details (i.e., postal address with pin code, e-mail address, mobile number, and bank account details) and nomination details by holders of securities. Effective January 1, 2022, RTA will not process any service requests or complaints from the member until the aforesaid details/



documents are provided to RTA. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.jkcement.com

13. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:
- (i) This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
 - (ii) SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
 - (iii) The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is 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. If the user is not registered for Easi/Easiest, option to register is available at



Type of shareholders	Login Method
	<p>CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities 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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.



5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sk_gupta1@rediffmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Shri Kaushal Kumar, at kaushalk@nsdl.com; evoting@nsdl.com or call at 9918374333.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shambhu.singh@jkcement.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shambhu.singh@jkcement.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013 ('the Act')

The following explanatory statement as required under Section 102(1) of the Act sets out all material facts relating to special business mentioned in the Notice of the Postal Ballot dated **23rd August, 2024**.

ITEM NO.1

Jaykaycem (Central) Ltd stood merged with JK Cement Ltd in terms of the Order of National Company Law Tribunal Prayagraj Bench dated 20th July, 2023 passed in Company Petition No. CP(CAA)No.04/ALD/2022 connected with Company Application No. CA(CAA) No. 01/ALD/2022. In terms of Clause 4.7 of the sanctioned Scheme, the Authorised Share Capital of Jaykaycem (Central) Ltd stood merged and combined with the Authorised Share Capital of JK Cement Ltd. Hence in order to give effect to the order of NCLT, Prayagraj Bench Clause V of Memorandum of Association of the company is being amended to reflect the revised Authorised Share Capital of the company.

The Board of Directors recommends the Special Resolution set out at item No. 1 of the Notice for approval by the Members.

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

A copy of the Memorandum of Association together with the proposed changes shall be available for inspection for the member of the Company on all working days from 2.00 p.m. to 5.00 p.m. at the Registered Office of the Company.

ITEM NO.2

The new set of Articles of Association of Company has adopted in the year 2014 and in order to keep pace with ever changing regulatory environment, , it has become incumbent on the part of the Company to align the Articles of Association ("AOA") of the Company with those updates and changes, accordingly it is proposed seek members' approval to alteration in the AOA of the Company in the manner provided in the special resolution placed at Item No. 2 of the Notice

The Board of Directors recommends the Special Resolution set out at item No. 2 of the Notice for approval by the Members.

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

A copy of Articles of Association together with the proposed changes shall be available for inspection for the member of on all working days from 2.00 p.m. to 5.00 p.m. at the Registered Office of the Company.

ITEM NO. 3

The members at the Annual General Meeting held on 14th August, 2020 approved the appointment of Mr. Ajay Kumar Saraogi as Whole Time Director and CFO of the Company for a period of 5 (Five) years with effect from 17th June, 2020. Subsequently his designation was changed from Whole Time Director & CFO to Deputy Managing Director and CFO with the approval of Board and Shareholders w.e.f. 31st August, 2020. Further, the Board of Directors of the company at the recommendations of the Nomination and Remuneration Committee at its meeting held on 23rd August, 2024 approved reappointment of Mr. Ajay Kumar Saraogi (DIN: 00130805) as Dy. Managing Director & CFO of the Company for further period of 5 (Five) years with effect from 17th June, 2025 to 16th June, 2030 and his office shall be subject to retirement by rotation. The terms and conditions of the appointment including remuneration are in accordance with the provisions of sections 196 and 197 read with Schedule V of the Companies Act, 2013 and have been approved by the Board as per recommendations of the Nomination and Remuneration Committee.

Mr. Ajay Kumar Saraogi (DIN: 00130805) aged about 67 years has over 45 years of experience in the field of Finance and Commercial matters. He is overseeing Finance and Commercial matters of the Company since decades and is responsible to mobilise funds for the growth of the company. He is also maintaining strict financial discipline and has been part of the core Management Team. He holds a Bachelor of Arts (Honours) degree in Economics from Sriram College of Commerce, Delhi University and a Bachelor of Laws degree from Kanpur University, Kanpur. He has been associated with Cement Division for



over 40 years and is a part of Company's growth. He is Council member of Merchant Chamber of UP, Member of Board of Management of Sir Padampat Singhania University, Dr. Gaur Hari Singhania Institute of Management and Research, Managing Committee of LK Singhania Education Centre (Gotan, Rajasthan), Kailashpat Education Society (Nimbahera, Rajasthan), Dayanand Shiksha Sansthan, Dr. Virendra Swarup Education Centre, Member of Uttar Pradesh Cricket Association, Director of Yadu International Ltd. JK Maxx Paints Ltd. and Toshali Cements Pvt. Ltd., Toshali Logistics Pvt. Ltd., Trustee of Shri Dwarikadheesh Temple Trust, Kamla Town Trust, JK Cement NBH Foundation, JK Cement Gotan Foundation and Kailashpat Singhania Sports Foundation.

The Board is of the view that the re-appointment of Mr. Ajay Kumar Saraogi (DIN: 00130805) on the Company's Board as Deputy Managing Director is desirable and would be beneficial to the Company. He would continue to shoulder the responsibility of Chief Financial Officer.

In terms of provisions of section 196 of the Companies Act, 2013, no company shall appoint or continue the employment of any person as a Deputy Managing Director of the Company, who has attained the age of 70 years, unless his appointment is approved by the special resolution. During the currency of his tenure Mr. Ajay Kumar Saraogi will attain the age of 70 years on 26th August, 2026, therefore, the approval of the members is being sought by way of Special Resolution for continuances of his office as Deputy Managing Director and CFO of the Company, in terms of the aforesaid requirement.

The Company has received all statutory disclosures/declarations for re-appointment as required under the Companies Act, 2013 read with relevant rules made there under from Mr. Ajay Kumar Saraogi including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act (iii) Declaration that he has not been debarred or disqualified from being appointed/re-appointed or continuing as director of company by the SEBI/MCA or any such statutory authority.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Ajay Kumar Saraogi as Deputy Managing Director and CFO, in terms of the applicable provisions of the Act.

STATEMENT PURSUANT TO SCHEDULE V READ WITH THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

I. General Information:

1. Nature of Industry: Cement.
2. Date or expected date of commencement of Commercial Production: JK Cement's operations commenced with commercial production at its flagship grey cement unit at Nimbahera, Rajasthan in May 1975.
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 31st March 2024	Amount [Rs. in Crore]
Sales and Other Income	11053.37
Profit Before Interest, Depreciation and Tax	2140.37
Profit Before Depreciation (Before Exceptional Item)	1703.78
Profit After Tax	830.64

5. Foreign investments or collaborations, if any: Company have foreign investment in a subsidiary company in UAE i.e. JK Cement (Fujairah) FZC and step-down subsidiary JK Cement Works (Fujairah) FZC and JK White Cement (Africa) Ltd in Africa.



II. Information about the Appointee:

1. Background details:

Mr. Ajay Kumar Saraogi (DIN: 00130805), aged about 67 Years was appointed as Dy. Managing Director and Chief Financial Officer of the Company with effect from 17th June, 2020 in accordance with the provisions of the Act read with the Articles of Association of the Company. Mr. Ajay Kumar Saraogi has over 45 years of experience in the field of Finance and Commercial matters. He is overseeing Finance and Commercial matters of the Company of the Company since its inception and has been responsible to organize to mobilise funds for the growth of the Company but also maintain strict financial discipline and has been part of the core Management Team. He holds a Bachelor of Arts (Honours) degree in Economics from Sriram College of Commerce, Delhi University and a Bachelor of Laws degree from Kanpur University, Kanpur. He has been associated with Cement Division for over 40 years and is a part of Company's growth. He is council member of Merchant Chamber of UP, Member of Board of Management of Sir Padampat Singhania University, Dr. Gaur Hari Singhania Institute of Management and Research, Managing Committee of LK Singhania Education Centre (Gotan, Rajasthan), Kailashpat Education Society (Nimbahera, Rajasthan), Dayanand Shiksha Sansthan, Dr. Virendra Swarup Education Centre, Member of Uttar Pradesh Cricket Association, acting as Director in a number of Companies, Trustee of Shri Dwarikadheesh Temple Trust, Kamla Town Trust, JK Cement NBH Foundation, JK Cement Gotan Foundation and Kailashpat Singhania Sports Foundation.

2. Past Remuneration:

Mr. Ajay Kumar Saraogi was appointed as Executive Director of the Company for a term of five years commencing 17th June, 2020 by the Members at the Annual General Meeting held on 14th August, 2020 and subsequently with the approval of shareholders his designation has been changed to Dy. Managing Director on the same terms and conditions. During the Financial Year 2023-24, the total remuneration paid to him was Rs. 9.67 Crores.

3. Recognition or awards:

Under the leadership of Mr. Ajay Kumar Saraogi, the Company has lead the Finance Team mobilised funds for the growth of the company.

4. Job Profile and his suitability:

Mr. Ajay Kumar Saraogi, Dy. Managing Director & CFO of the Company is entrusted with substantial powers of management of the affairs of the Company. He has over 45 years of experience in the field of Finance and Commercial matters. He is overseeing Finance and Commercial matters of the company since decades and has been responsible to organize to mobilise funds for the growth of the Company but also maintain strict financial discipline and has been part of the core Management Team.

5. Remuneration proposed:

The Board of Directors at their meeting held on 23rd August, 2024 on the recommendation of Nomination and Remuneration Committee have approved the terms and remuneration of Mr. Ajay Kumar Saraogi as mentioned above of this Notice, for a tenure of 5 (five) years w.e.f. 17th June, 2025.

6. Comparative Remuneration Profile with respect to industry, size of the Company, profile of position and person:

The executive remuneration in the Industry is on the rise. The Nomination and Remuneration Committee of Directors of the Company constituted by the Board in terms of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, financial position of the Company; past performance, profile and responsibilities of Mr. Ajay Kumar Saraogi and other relevant factors while determining his proposed remuneration.



7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Besides the remuneration proposed herein, Mr. Ajay Kumar Saraogi, does not have any pecuniary relationship with the Company. None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Ajay Kumar Saraogi, has any concern or interest, financial or otherwise, in the resolution at Item No. 3 of this Notice.

III. Other Information:

1) Reasons of loss or inadequate profits: At present, the Company is having adequate profits. However, the appointment is for a term of 5 (five) years commencing 17th June 2025. Future trend in Company's profitability will largely depend on state on Economy in general and the Cement Industry in particular, business environment, growth in demand, cost of inputs and other relevant factors.

2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Company is conscious about enhancing productivity in all spheres of its operations and has taken various initiatives towards cost control in all systems and processes and efficiency improvement on one hand and increasing market share through introduction of Value-Added Products, Better Product Mix and strengthening Brand Building exercise, on the other. With these measures, the Management is confident to achieve sustained revenue growth in the years to come.

3) The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in the preceding Financial Year.

4) Disclosures: Requisite details with respect to remuneration of Mr. Ajay Kumar Saraogi and other connected matters for FY 2023-24 are as follows:

Salary & Perquisites	Performance incentives	Commission	Sitting Fee	Total
Rs. 5,67,00,000	Nil	Rs. 4,00,00,000	Nil	Rs. 9,67,00,000

The brief resume of Mr. Ajay Kumar Saraogi as required under the provisions of the Companies Act, 2013 read with Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) are given under title Annexure in this Notice.

The resolution along with the explanatory statement above may be treated as a written memorandum/contract under Section 190 of the Companies Act, 2013 and in keeping with the provisions of Section 190(2) of the said Act, the same will be open to inspections by any member of the Company without payment of any fee.

None of the Directors, Key Managerial Personnel and their relatives except Shri Ajay Kumar Saraogi himself, have any concern or interest, financial or otherwise, in the resolution as set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval of the Members.

**By Order of the Board of Directors
For J.K. Cement Ltd.**

**Shambhu Singh
Vice President & Company Secretary
ICSI Membership No. FCS-5836**

Date: 23.08.2024

Place: Kanpur



ANNEXURE

Pursuant to Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, the relevant details of Director seeking appointment/re-appointment under Item No. 3 of the Notice are as below:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT

Name of Director	Mr. Ajay Kumar Saraogi
DIN	00130805
Age (in years)	67
Date of Birth	26th August, 1956
Nationality	Indian
Date of Appointment on the Board	17th June, 2020
Qualification	Bachelor of Arts (Honours) & Bachelor of Laws
Terms and conditions of re-appointment	5 (Five) years from 17th June, .2025 till 16th June, 2030 Other Terms are detailed in Resolution & Explanatory Statement as mentioned in this Postal Ballot Notice.
Experience and Expertise in specific functional areas	Mr. Ajay Kumar Saraogi has over 45 years of experience in the field of Finance and Commercial matters. He is overseeing Finance and Commercial matters of the Company and is responsible to organize to mobilise funds for the growth of the company. He is maintaining strict financial discipline and has been part of the core Management Team.
Remuneration last drawn	Rs. 9.67 Crores paid for FY 23-24
Inter-se relationships with directors and key managerial personnel –	Nil
Shareholding in the Company as on 30th June, 2024 (including shareholding as a beneficial owner)	3340 of Equity Shares
Listed companies (other than JK Cement Limited Group) in which he holds directorship and committee membership	NIL
Listed Entities from which the Director has resigned in the past 3 years	NIL
List of the directorship held in other Companies	JK Maxx Paints Limited JK Paints & Pigments Limited Jaykaycem (Northern) Limited Merchants Chamber of U.P Yadu International Limited Yadupati Tradebiz Private Limited Toshali Logistics Private Limited Toshali Cements Private Limited
Number of Board Meetings attended during the year (2023-24)	6 out of 6
Chairman / Member in the Committees of the Boards of Companies in which she/he is Director	NIL
Existing and Proposed Remuneration (including sitting fees, if any)	Existing- Rs. 9.67 Crores paid for FY 23-24 Proposed Terms are detailed in Explanatory Statement of this Postal Ballot Notice

