

CIN: L17229UP1994PLC017199

Registered Office

shambhu.singh@jkcement.com
 www.jkcement.com

JKCL/35/SE/2024-25 (BM-6/24)

26th October, 2024

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

Dear Sir(s),

Outcome of the Board Meeting

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, we wish to inform you that the Board of Directors of the Company in their Meeting (No. 6 of 2024) held early today has interalia :-

(a) considered, approved and taken on record the unaudited standalone and consolidated financial results for the quarter and half year ended 30th September, 2024. Pursuant to Regulation 33 read with Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended, we enclose herewith aforesaid Results along with Limited Review Report. A copy of the above is being uploaded on the Company's website <u>www.jkcement.com</u>.

(b) considered and approved the Scheme of Amalgamation of M/s. Toshali Cements Pvt. Limited ("Amalgamating Company") (a wholly owned subsidiary of the Company) with the Company and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder ("Scheme"). The Scheme inter alia provides for the amalgamation of the Amalgamating Company with the Company, and dissolution of the Amalgamating Company with the Company, and dissolution of the Amalgamating Company Law Tribunal (NCLT), Allahabad Bench, shareholders/creditors, as may be directed by the NCLT and such other regulatory / statutory authorities, as may be required. In terms of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 dated July 13, 2023, we are furnishing herewith the details of the Scheme as <u>Annexure - 1</u>. The Scheme as approved by the Board would be available on the website of the Company at <u>www.jkcement.com</u> after submission of the same with the Stock Exchanges.



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-: 2:-

(c) in-principle approved selling of entire equity shares of Toshali Logistics Pvt. Ltd (step down subsidiary of JKCL) to a Carrier /transporter Company. Consequent to the above, Toshali Logistics Pvt. Ltd will cease as the subsidiary of Toshali Cements Pvt. Ltd and step-down subsidiary of the Company. The Buyer and the sale consideration is being finalised, hence details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, are not furnished now.

The meeting commenced at 1.00 P.M.(IST) and concluded at 4.00 P.M. (IST)

Kindly take a note of the same and inform the Members accordingly.

Yours faithfully, For J.K. Cement Ltd.,

(Shambhu Singh) Vice President & Company Secretary. FCS 5836

Encl: As above



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Manufacturing Units at :



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Annexure I – Brief details of Amalgamation/Merger

Sr.	Particulars	Remarks			
No. a.	Name of the entity(ies)	Toshali Cem		Limited ("Amalga	
	forming part of the amalgamation/merger, details	Company") (a wholly owned subsidiary of J.K. Cement Limited			
	in brief such as size, turnover etc.	Standalone as on 31.03.2024 (Amt. in INR)			
		Total assets	Net worth	Revenue from	
		100.90 Cr.	12.35 Cr.	Operations 66.05 Cr.	
		J.K. Cement Limited ("Amalgamated Company")			
		Standalone as on 31.03.2024 (Amt. in INR)			
		Total assets	Net worth	Revenue from	
				Operations	
		14284.55 Cr.	5353.59 Cr.	10918.06 Cr.	
	transactions? If yes, whether the same is done at "arms' length"	Amalgamated Company and as such both the Com- involved in the transaction are related parties to each other However, in terms of General Circular No. 30/2014 dated J 2014, issued by Ministry of Corporate Affairs ("MCA Circ the transactions arising out of compromises, arrangemer amalgamations under the Companies Act, 2013 ("Act"), v attract the requirements of Section 188 of the Act. Further, in terms of Regulation 23(5)(b) of the T Regulations, any transaction entered into between a h company and its wholly owned subsidiary whose accou- consolidated with such holding company and placed befor shareholders at the general meeting for approval, is exe from the provisions of Regulation 23(2), (3) & (4) of T Regulations. Further, upon amalgamation of the Amalgamating Compar- the Amalgamated Company the shares held by the Amalga Company in the Amalgamating Company will stand car and no consideration shall be issued by the Amalga Company.			uly 17 cular") nts and vill not Listing
		shareholders at t from the provisio Regulations. Further, upon ama the Amalgamated Company in the	a such holding com he general meeting ons of Regulation algamation of the A Company the shar Amalgamating Co	mpany and placed before g for approval, is exec 23(2), (3) & (4) of malgamating Compar- es held by the Amalga mpany will stand car	nts are ore the empted Listing ny with amated ncelled



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Manufacturing Units at :



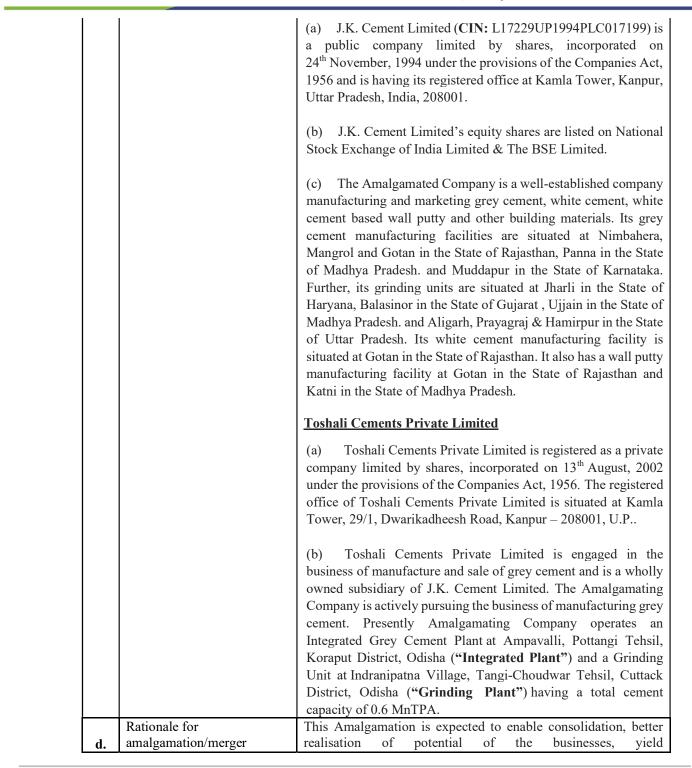
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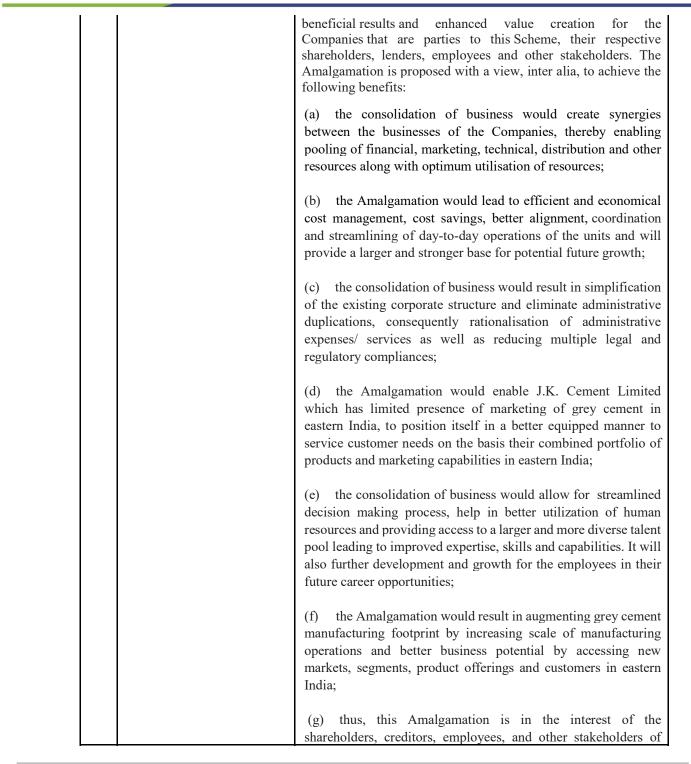


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Manufacturing Units at :

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

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			each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved.
	e.	In case of cash consideration	The Amalgamating Company is a wholly owned subsidiary of the
		 amount or otherwise share exchange ratio. 	Amalgamated Company. Upon the scheme becoming effective, the shares held by the Amalgamated Company in the
		exchange ratio.	Amalgamating Company will stand cancelled and there shall be
			no consideration for the amalgamation of the Amalgamating
			Company with the Amalgamated Company.
	f.	Brief details of change in	Post the Scheme becoming effective, the Amalgamating
		shareholding pattern (if any)	Company shall be dissolved without being wound up.
		of listed entity.	Accordingly, the change in shareholding pattern of the
			Amalgamating Company shall not be applicable. There will not
			be any change in the equity shareholding pattern of the
			Amalgamated Company, pursuant to the Scheme as the
			Amalgamating Company is a wholly owned subsidiary of the
L			Amalgamated Company.



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