

Date: May 24, 2023

Bombay Stock Exchange Ltd. Corporate Relationship Department, PhirozeJeejeebhoy Towers, Dalal Street Fort, Mumbai-400051 Scrip Code 532644 (ISIN: INE823G01014) Through BSE Listing Centre	National Stock Exchange of India Ltd., Plot No. C/1 'G' Block Bandra-Kurla Complex Bandra East, Mumbai- 400 051 Scrip Code: JKCEMENT (ISIN: INE823G01014) Through: NEAPS
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Dear Sir/ Madam,

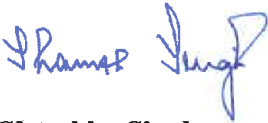
Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the annual secretarial compliance report for the Financial Year ended March 31, 2023.

You are requested to kindly take note of the same.

Yours faithfully,

For J.K. Cement Ltd.



Shambhu Singh

Vice-President (Legal) & Co. Secretary.

FCS NO. 5836

Encls: As above

Corporate Office

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REENA JAKHODIA & ASSOCIATES

Company Secretaries

104A/47, Ram Bagh, Kanpur - 208 012
Phone: +91 – 9935902244, 9336205217

Secretarial Compliance Report of J. K. Cement Limited, For the Year ended 31st March, 2023

To,
The Board Of Directors
J. K. Cement Limited,
Kamla Tower,
Kanpur.

We, Reena Jakhodia & Associates Practicing Company Secretaries, of have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices of **J. K. Cement Limited CIN: L17229UP1994PLC017199** (hereinafter referred as 'the listed entity'), having its Registered Office at Kamla Tower, Kanpur. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2023**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provide by J. K. Cement Limited ("Listed Entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6883

2011 as amended;

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended; during the period under review not made buyback offer hence Not Applicable.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 amended; during the period under review not issued Securities to Employee.
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 amended; During the period under report NCD worth Rs.100 Crores issued.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 amended;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 amended;
- (i) Other Laws, Rules, Circulars, guidelines Regulations as applicable to the Listed Entity

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies framed under SEBI Regulations are adopted with the approval of Board of Directors of the listed entityAll the policies are in conformity with SEBI Regulations and have been reviewed & updated from time to time, as per the regulations/circulars/guidelines issued by SEBI	YES YES	-
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	YES YES YES	- - -

4.	Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA NA	The Company has no material subsidiary
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES The listed entity has obtained prior omnibus approval in the first Audit Committee/Board Meeting of Financial Year of for all related party transactions; In the Subsequent Quarterly Meeting the RP transactions are tabled before Audit Committee/ Board Meeting.	All transactions are undertaken with prior approval.

9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	-
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	-
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>Fine Levied for Non Compliances of Regulation 57(4)</p> <p>Non Submission of details of payable interest/ dividend/principal obligations during the Quarter.</p> <p>Fine Levied for Non Compliance of Regulation 57(5)</p> <p>Non- submission of certificate confirming the payment of interest/dividend/principal obligations due in the quarter or non-submission of details of all unpaid interest/dividend/principal obligations at the end of the quarter.</p> <p>Fine Levied for Non Compliance of Regulation 52(4)</p> <p>Non-disclosure of line items prescribed under Regulation 52(4) along with the half yearly/ annual financial results</p> <p>Fine Levied for Non Compliance 57(1)</p> <p>Non-disclosure of information related to payment obligations as per Regulation 57(1) of SEBI (LODR) Regulation, 2015</p> <p>Fine Levied for Non Compliance Regulation 50(1)</p> <p>Delay in furnishing prior intimation with respect to date of payment of interest/redemption amount or intimation regarding board meeting effecting the right or interest of holders of NCDs/NCRPS)</p>	<p>Paid Fine without prejudice reserving right of refund and preferred representation for waiver</p>	<p>Waiver not being considered favourably</p>
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	There were no Additional Non Compliance.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	The Statutory Auditors were reappointed for second term of 5 years in the 28 th AGM held on 13.08.2022. Hence item No. (i) (ii) &(iii) is not applicable.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	No such resignation

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such resignation

For Reena Jakhodia & Associates

Company Secretaries
GP No. 6083

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					NIL					

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Not applicable, as there was no observation made in previous report.					

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date:13/05/2023

Place:KANPUR

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083

For: Reena Jakhodia & Associates
Company Secretaries

(Reena Jakhodia)
Proprietor
Membership No: F6435

C.P. No.: 6083

UDIN: F006435E000301961