

To,
BSE Limited,
Listing Compliance Monitoring Cell,
24th Floor, P.J. Towers,
Dalal Street, Mumbai -400001
Scrip Code: 532644

19.12.2022

Dear Sir/Madam,

**Sub: Submission of minutes of meeting held on 21.5.2022 U/r 31A (8) (b) of SEBI
(LODR) Regulations 2015**

We acknowledge with thanks the receipt of your trailing mail and noted the contents thereof. The Board Meeting (No.3 of 2022) held on 21st May, 2022, is a prolonged one and in the said Meeting all important transactions including approval of quarterly standalone and consolidated accounts and also audited annual accounts of 2021-22, Directors Report, Auditors Report, Notice of AGM, appointment of Statutory Auditor, Cost Auditor, Tax Auditor were considered and hence minutes is running into 46 pages. Hence, the minutes becomes bulky. In view whereof we have furnished the extract of the relevant portion of the minutes with you as Corporate announcement.

Now, as directed we are furnishing herewith the first page, last page and page no.44 and 45 of the minutes in which the request of re-classification was considered and approved.

Hope this clarifies the factual position. At this juncture, we earnestly request you please accord your approval of re-classification and oblige.

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



Shambhu Singh
Vice President (Legal) & Company Secretary
M.No. FCS-5836

Encl.: As above

Corporate Office

- 📍 Padam Tower, 19 DDA Community Centre Okhla, Phase - 1, New Delhi - 110020, India
- ☎ +011-49220000
- ✉ admin.padamtower@jkcement.com
- 🌐 www.jkcement.com

**JK SUPER
CEMENT**
BUILD SAFE**JK CEMENT
WallMaxX**
White Cement Wall PuttyManufacturing Units at :
Nimbahera, Mangrol, Gotan (Rajasthan) | Muddapur (Karnataka)
Jharti (Haryana) | Katni (M.P.) | Aligarh (U.P.) | Balasinor (Gujarat)

Meeting commenced at 12.30 P.M.

Meeting concluded at 4.15 P.M.

J.K. CEMENT LIMITED

Registered Office: Kamla Tower, Kanpur – 208 001

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (NO. 3 OF 2022) OF THE COMPANY HELD AT 12.30 P.M. ON SATURDAY, THE 21ST MAY, 2022 AT THE MOUNTBATTEN SUITE, THE OBEROI NEW DELHI, DR. ZAKIR HUSSAIN MARG, DELHI GOLF CLUB, GOLF LINKS, NEW DELHI 110003 AND ALSO THROUGH VIDEO CONFERENCING (IN HYBRID MODE).

PARTICIPATED BY:

1. Mrs. Sushila Devi Singhanian
2. Dr. Nidhipati Singhanian
3. Mr. Ajay Narayan Jha
4. Mr. Ashok Sinha
5. Mrs. Deepa Gopalan Wadhwa
6. Dr. K. B. Agarwal
7. Mr. Sudhir Jalan
8. Mr. Mudit Aggarwal
9. Mr. Paul Heinz Hugentobler
10. Mr. Satish Kumar Kalra
11. Mr. Saurabh Chandra
12. Dr. Raghavpat Singhanian – Managing Director
13. Mr. Madhavkrishna Singhanian – Deputy Managing Director & CEO
14. Mr. Ajay Kumar Saraogi – Deputy Managing Director and CFO

Sushila

- (22) The Common Seal of the Company be affixed to the Amendment Agreements, as applicable, and such other deeds, documents, indentures, undertakings, agreements, declarations, power(s) of attorney and other writings, as applicable, as the Company may be required by the Lenders to execute in connection with the availing of the Facility in the presence of anyone of the Authorized Person(s), who shall sign the same in token thereof, in conformity with the Articles of Association of the Company.
- (23) The Common Seal of the Company be carried out of the Registered Office for the limited purpose of affixing the Common Seal of the Company to the Amendment Agreements, as applicable, and such other deeds, documents, indentures, undertakings, agreements, declarations, power(s) of attorney and other writings, as applicable, as the Company may be required by the Lenders.
- (24) The Authorized Person(s) be and are hereby jointly and severally authorized for and on behalf of the Company to sign and/ or provide all documents and notices to be signed and/ or provided by the Company under or in connection with the Financing Documents and other deeds, undertakings, documents, agreements, and other writings.
- (25) The Authorized Person(s) be and are hereby jointly and severally authorized to present on behalf of the Company, the Amendment Agreements and such other deeds, documents, agreements, indentures, declarations, undertakings, powers of attorney and other writings, as may be required to be filed or registered with any government authority (including the Registrar / Sub-Registrar of Assurances and the Registrar of Companies), to admit the execution of such documents and to do all such acts, including signing declarations, letters etc. as may be required in connection therewith.
- (26) Copies of the foregoing resolutions certified by the Company Secretary/Chairman/any of the Authorized Person(s) to be true be furnished to the Lenders, the Facility Agent and the Security Trustee, and they be requested to act thereon.

V. **RECLASSIFICATION FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY**

The Company Secretary informed the Directors that the Company has received requests seeking reclassification of their holding from Persons acting in concert (under Promoters category). The Directors considered and recommended to the Shareholders passing of the following resolution:-

Sushila

"RESOLVED THAT pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations') and subject to the consent of Members/Shareholders of the Company and approval of BSE Ltd. and National Stock Exchange of India Ltd. where the Company's shares are listed and such other authorities as may be required, the Board of Directors of the Company have considered and analysed the requests for reclassification and having being satisfied **that the conditions of eligibility for reclassification as laid down under sub-regulation (3) of Regulation 31A of the SEBI Listing Regulations are satisfied** and, therefore, in the considered view of the Board, eligible to be reclassified as a "Public" shareholder and accordingly, consent of the Board of Directors of the Company be and is hereby accorded for the reclassification of shareholding of Mr. Anil Kumar Agarwal, Mr. Kailash Nath Khandelwal jointly with Mrs. Radha Rani Khandelwal, Mrs. Radha Rani Khandelwal jointly with Mr. Kailash Nath Khandelwal, Mr. Prashant Seth from the 'Promoter Group' category to 'Public' category of the Company as per their respective request letters dated 20th May, 2022, containing the rationale for such reclassification."

"RESOLVED FURTHER THAT subject to the consent of Members/Shareholders of the Company and approval of BSE Ltd. and National Stock Exchange of India Ltd. and such other authorities, basis the request and representations received from Mr. Sanjay Agarwal, son and legal heir of Late Mr. Satish Kumar Agarwal (expired on 27.02.2021), who will become part of the Promoter Group, consent of the Board of Directors of the Company be and is hereby accorded for reclassification of shareholding of Late Mr. Satish Kumar Agarwal and upon completion of transmission process, his legal heir Mr. Sanjay Agarwal from the 'Promoter Group' category to 'Public' category of the Company as per request letter dated 20th May, 2022, containing the rationale for such reclassification."

"RESOLVED FURTHER THAT subject to the consent of Members/Shareholders of the Company and approval of BSE Ltd. and National Stock Exchange of India Ltd. and such other authorities, to be in compliance with recent amendments to Investor Education and Protection Fund ("IEPF") regarding Unclaimed Shares i.e. transfer shares where the dividend has not been claimed or paid for more than 7 (seven) years to IEPF, M/s. G.H. Securities Private Limited and M/s. Yadu Securities Private Limited, both entities dissolved vide order of Hon'ble Allahabad High Court dated 23.10.2017, whose shareholding in the Company (20 equity shares and 40 equity shares respectively in physical mode) have been classified as part of Caution List rendering them ineligible for liquidation, dividend on the same being unpaid for more than 7 years, their shareholding be reclassified from the 'Promoter Group' category to 'Public' category of the Company and thereafter be transferred to Investor Education and Protection Fund"

Sushila

"RESOLVED FURTHER THAT although the aggregate percentages sought to be reclassified from the 'Promoter Group' category to 'Public' category of the Company is - 0.007% i.e. less than 1% (one percent) of the equity capital of the Company and accordingly, as per extant SEBI Listing Regulations, does not necessitate seeking approval of Members/Shareholders of the Company, as a precautionary measure and as a good corporate governance practice, request for reclassification be placed before Members/Shareholders of the Company for their approval under Regulation 31A of the SEBI Listing Regulations."

"RESOLVED FURTHER THAT the Deputy Managing Director & CFO and Company Secretary of the Company be and are hereby severally authorized to perform all such acts deeds, matters and things as may be required, to execute all documents as may be required BSE Ltd. and National Stock Exchange of India Ltd. and such other authorities as may be required and take all such steps and decisions to give effect to the aforesaid resolutions."

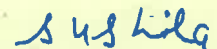
"RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to provide certified copies of the above resolutions under their signature with a request to act thereupon."

31. VOTE OF THANKS: -

There being no other business to be transacted, the meeting terminated at 4.15 P.M. with a vote of thanks to the chair.

DATE:

Place: Kanpur



CHAIRMAN

DRAWN/FINALISED ON 28.5.22 BY COMPANY SECRETARY
ENTERED IN THE MINUTES BOOK ON 4.6.22