

JKCL/CS/AGM proceeding inti./2023

11<sup>th</sup> August, 2023

The Bombay Stock Exchange 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
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Dear Sirs,

**Sub: Proceedings of the 29<sup>th</sup> Annual General Meeting of the Company held on 11<sup>th</sup> August, 2023 – Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").**

This is to inform you that the 29<sup>th</sup> Annual General Meeting (AGM) of the Members of JK Cement Limited was held on Friday, 11<sup>th</sup> August, 2023 at 11 A.M through Video Conferencing ("VC") and/or Other Audio Visual Means ("OAVM") and concluded at 11.43 A.M.

We are enclosing the following information by way of Annexures in connection with the Proceedings and Voting Results of the AGM held pursuant to Regulation 30 of the Listing Regulations and Rule 20 of The Companies (Management and Administration) Rules, 2014 :-

1. Proceedings of the AGM of the Company pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements), 2015 is annexed hereto marked as **Annexure A.**
2. Details regarding the ten resolutions moved and on which Voting has been conducted and passed with requisite majority is annexed hereto marked as **Annexure B.**

Report of the Scrutinizer about the voting conducted on ten resolutions pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules 2014 is being sent separately.

**Corporate Office**

📍 Prism Tower, 5th Floor, Ninaniya Estate,  
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Jharli (Haryana) | Ujjain, Katni (M.P.) | Aligarh (U.P.) | Balasinor (Gujarat)



- : 2 :-

The voting results along with the Scrutinizer's Report would be made available on the Company's website at [www.jkcement.com](http://www.jkcement.com) and on the website of National Securities Depository Ltd. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) once published.

We would request you to kindly take the same on your records.

Thanking you,

Yours faithfully,  
For **JK CEMENT LTD.**



**SHAMBHU SINGH**  
**COMPANY SECRETARY**  
**Membership No. F5836**



Encl: As above.

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**ANNEXURE - A****PROCEEDING OF 29<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON FRIDAY THE 11<sup>TH</sup> AUGUST 2023 AT 11 A.M**

1. Mrs. Sushila Devi Singhania, Mr. Ashok Kumar Sharma and Mr. Shambhu Singh had joined from Kanpur, UP, Mr. Sudhir Jalan had joined from Kolkata, Mr. Ajay Kumar Saraogi and Mr. Satish Kumar Kalra had joined from Gurugram, Haryana, Mr. Mudit Aggarwal had joined from Ghaziabad, U.P., Dr. Nidhipati Singhania, Dr. Raghavpat Singhania, Mr. Madhavkrishna Singhania, Mrs Deepa Gopalan Wadhwa had joined from New Delhi, Mr. Paul Heinz Hugentobler had joined from New Delhi, Mr. Ajay Narayan Jha and Mr. Saurabh Chandra had joined from Noida, UP, Mr. Ashok Sinha had joined from Mumbai, Maharashtra. The Company Secretary welcomed the Shareholders / Members and informed that 29<sup>th</sup> Annual General Meeting of the Company was held through Video Conferencing and/or other Audio Visual Means administered by NSDL as permitted by the Ministry of Corporate Affairs on first come first serve basis.
2. He informed that soft copy of notice dated 27.5.23 together with Directors Report, Report on Corporate Governance, Management Discussion and Analysis, Audited Annual Accounts (Standalone and Consolidated) for the FY 2022-23 has been emailed on 20.7.2023 to all the Shareholders of the Company whose emails are registered with the Company and Depository participants.
3. Thereafter he informed the shareholders about voting instruction. In compliance with the Companies Act 2013, SEBI Regulation and MCA circular the Company has provided facility to cast vote electronically through remote e-voting services administered by NSDL on all the ten resolutions set forth in the notice dated 27.5.23. The members who have not casted their votes though remote evoting may cast their vote through e-voting system available on the voting page of the NSDL during continuance of the AGM. The Board has appointed M/s. Reena Jakhodia and Associates., Practising Company Secretaries as Scrutinizer for conducting remote e-voting and after vote is casted during the meeting, she would publish consolidated result. Since AGM is conducted through Video Conferencing and other Audio Visual Means, ten resolutions set out in the notice has already been put to vote through remote e-voting and as voting facility is also available during AGM there is no need for proposing and seconding of those resolutions. The Company Secretary thereafter read out the contents of those ten resolutions.
4. He further stated that Mrs. Sushila Devi Singhania, a Non Executive Non Independent Director and Chairperson of the Company was participating from her residence at Kanpur. In terms of Article 67 of Articles of Association of the Company, Mrs. Singhania would preside over this Annual General Meeting. Dr. Nidhipati Singhania Vice Chairman to conduct the AGM, in case for any reason, connectivity is lost during the meeting.
5. Since requisite quorum was present the Chairperson declared that the meeting was validly constituted and called the meeting to order.

*Shambhu Singh*

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- : 2 :-

6. Thereafter at the request of the Chairperson all the participating Directors introduced themselves, confirmed their

7. The Chairperson informed that representatives of Statutory Auditors M/s SR Batliboi and Co., LLP, M/s KG Goyal & Co., Cost Auditors and Secretarial Auditor Mrs. Reena Jakhodia & Associates were virtually present in the AGM.

8. Since notice of AGM has already been sent through email the Chairperson with the permission of the members present, took the same as read. Also since report of the Statutory Auditors and Secretarial Auditors are unqualified, without any observation, remark, comments in their report, with the permission of Members/Shareholders the Auditors' Report and the Secretarial Audit Report were taken as read.

9. At the request of Chairperson Dr. Nidhipati Singhania, Vice Chairman appraised the Members about the operational and financial performance of the Company achieved during the FY 2022-23.

10. Since this AGM held electronically, physical attendance of the members has been dispensed with and also requirement for appointing proxy or Authorised Representative was not applicable.

11. The Chairperson informed that the Register of Directors and KMPs and their shareholding, Register of Contracts in which a Director is interested and Resolutions appointing Mr. Ashok Kumar Sharma etc were kept open for inspection by the members during continuance of the meeting on the investor centre tab of Company's website.

12. The Chairperson thereafter called out by name shareholders who have requested the Company to allow them to Speak in the Meeting. Five shareholders, registered themselves as Speakers. Shareholder(s) expressed their views.

15. At the request of the Chairperson the Company Secretary confirmed that there was no question posted in the Question Answer Box.

16. The Chairperson informed that e-voting from 8<sup>th</sup> August to 10<sup>th</sup> August 2023 on all the ten resolutions has been conducted by NSDL and the evoting process was to continue for next 15 minutes and thereafter it would be disabled and the result would be announced on or before 13.8.2023. The same would be intimated to the Stock Exchanges and also uploaded on the Website of the Company and Website of the NSDL.

17. The Chairperson then concluded the meeting. A total 56 members attended the AGM.

18. The Board of Directors had appointed Ms. Reena Jakhodia as the Scrutinizer to supervise the e-voting process. The Chairperson authorised the Company Secretary to declare the voting results, intimate the BSE/NSE and place the same on the website of the Company.

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### ANNEXURE – B

Resolution Nos. 1 to 10 moved and duly approved with requisite majority in the 29<sup>th</sup> Annual General Meeting for passing.

Resolution No.	Type of Business/Resolution	Gist of resolution
<b>RESOLUTIONS PASSED WITH REQUISITE MAJORITY</b>		
1	Ordinary Business/Ordinary Resolution	Adoption of Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31 <sup>st</sup> March, 2023 with report of Directors and Auditors thereon
2	Ordinary Business/Ordinary Resolution	Confirm dividend @ Rs. 15 per equity share of Rs. 10 each for FY 22-23
3	Ordinary Business/Ordinary Resolution	Reappoint Mrs. Sushila Devi Singhania (DIN 00142549) who is retiring by rotation and being eligible offers herself for reappointment.
4	Special Business/Ordinary Resolution	Ratification of remuneration of the Cost Auditors appointed for FY 2022-23
5	Special Business/Special Resolution	Private Placement of Non-Convertible Debentures from this AGM till next AGM
6	Special Business/Special Resolution	Approve continuation of Directorship of Mrs. Sushila Devi Singhania aged about 87 years (DIN 00142549)
7	Special Business/Special Resolution	Approve the continuation of Directorship of Mr. Paul Heinz Hugentobler aged about 74 years (DIN 00452691)
8	Special Business/Special Resolution	Re-Appointment of Mrs. Deepa Gopalan Wadhwa (DIN 07862942) as an Independent Director of the Company for the second term of 5 years
9	Special Business/Special Resolution	Re-appointment of Mr. Ashok Sinha (DIN 00070477) as an Independent Director of the Company for the second term of 5 years
10	Special Business/Special Resolution	Re-appointment of Mr. Saurabh Chandra (DIN 02726077) as an Independent Director of the Company for the second term of 5 years



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