

**CIN No. : L17229UP1994PLC017199**


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## POSTAL BALLOT NOTICE

The Members of JK Cement Limited (the "Company") are hereby informed that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14 / 2020 dated 8th April, 2020 and the General Circular No. 17 / 2020 dated 13th April, 2020, in relation to "clarification on passing of ordinary and special resolution by the Companies under the Companies Act, 2013 and the Rules made thereunder on account of the threat posed by COVID-19 pandemic" and the General Circular No. 22/2020 dated 15th June, 2020, General Circular No.33/2020 dated September 28, 2020 and General Circular No.39/2020 dated December 31, 2020 in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2021, issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars') and all other applicable Rules framed under the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force and as may be enacted hereinafter, the Company seeks approval of the members by way of Ordinary Resolution in accordance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars for the below mentioned item as set out in the Postal Ballot Notice dated 28<sup>th</sup> May, 2021, along with the Explanatory Statement (the 'Notice') by way of electronic means (i.e. remote e-voting).

DESCRIPTION OF THE ORDINARY RESOLUTION
<p><b>TO APPROVE THE RECLASSIFICATION OF MRS. KAVITA Y. SINGHANIA FROM THE 'PROMOTER GROUP' CATEGORY TO 'PUBLIC' CATEGORY</b></p>
<p>Due to intermittent availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation and in accordance with the MCA Circulars, the Company has completed the dispatch of the Notice on 29<sup>th</sup> May, 2021, electronically to all the members whose e-mail addresses are registered with the Company or with the Depositories / Depository participants or with the Company's Registrar and Transfer Agent i.e. Jaykay Enterprises Ltd (JEL) and whose names appear in the Register of Members / List of Beneficial Owners received from the National Securities and Depository Limited and Central Depository Services (India) Limited as on Friday, 28<sup>th</sup> May, 2021, being the cut-off date ("Cut-off Date") which will be considered for the purposes of remote e-voting.</p> <p>The Members who have not registered their email address and as consequence may not receive the Notice, may temporarily get their email address registered with JEL whereupon the member would get soft copy of the Notice and the procedure for remote e-voting alongwith the user ID and password to enable remote e-voting for the postal ballot. In case of any queries, the members may write to <a href="mailto:shambhu.singh@jkcement.com">shambhu.singh@jkcement.com</a> or <a href="mailto:prabhat.mishra@jaykayenterprises.com">prabhat.mishra@jaykayenterprises.com</a> or <a href="mailto:rc.srivastava@jkcement.com">rc.srivastava@jkcement.com</a>.</p> <p>It is clarified that for permanent registration of email address, the members are requested to register their email addresses in respect of electronic holding with their concerned depository participants and in respect of physical holdings with Jaykay Enterprises Ltd, Kamla Tower, Kanpur 208001, U.P email id: <a href="mailto:prabhat.mishra@jaykayenterprises.com">prabhat.mishra@jaykayenterprises.com</a> or <a href="mailto:rc.srivastava@jkcement.com">rc.srivastava@jkcement.com</a> or <a href="mailto:investorservices@jaykayenterprises.com">investorservices@jaykayenterprises.com</a> by following due procedure.</p> <p>Those members who have already registered their email addresses are requested to keep their email addresses validated with their depositories / depository participants / JEL to enable serving of Notice and documents electronically to their email address.</p> <p>The Board of Directors of the Company has appointed Mr. S.K. Gupta, Practicing Company Secretary (Membership No. F.C.S. 2589; CP No. 1920) as a scrutineer to conduct the process of the postal ballot in a fair and transparent manner. As required under the Act, the SEBI Listing Regulations and in accordance with the MCA Circulars, the Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members.</p> <p>The members of the Company are also hereby informed and requested to note that:</p> <ol style="list-style-type: none"> <li>(a). The members holding shares in physical mode or dematerialized mode can exercise their vote by electronic means only i.e. remote e-voting. The hard copy of the Notice alongwith postal ballot form and postage prepaid self-address business reply envelope to the Members will not be sent to the members in accordance with the requirements specified under the MCA Circulars. The assent or dissent of the members on the ordinary resolution mentioned in the Notice would only be taken through the remote e-voting systems as per MCA Circulars;</li> <li>(b). The remote e-voting will commence from 9.00 A.M. (IST) on Monday, 31<sup>st</sup> May, 2021;</li> <li>(c). The remote e-voting shall end at 5.00 P.M. (IST) on Tuesday, 29<sup>th</sup> June, 2021. The e-voting facility shall be disabled thereafter. Please note that votes cast after the end of the voting period shall be treated as invalid;</li> <li>(d). During the aforementioned voting period, the Members may cast their vote electronically by accessing the website <a href="http://www.evotingindia.com">www.evotingindia.com</a> and logging in by using their user ID and password. The detailed procedure / instructions for remote e-voting are mentioned in the Notes to the Notice.</li> <li>(e). The voting rights of members shall be in proportion of their share in paid up equity share capital of the Company as on the cut-off date. A person who is not a member as on the aforesaid date, should treat their Notice for information purposes only.</li> <li>(f). The Chairman or any Director or any other person authorised by Chairman shall declare the results of the postal ballot as per the statutory timelines. The results alongwith the Scrutinizer's Report will also be posted on the website of the Company i.e. <a href="http://www.jkcement.com">www.jkcement.com</a>, <a href="http://www.evotingindia.com">www.evotingindia.com</a>, stock exchanges i.e. <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> and on the website of the depositories. Subject to, and in compliance with the directions / notifications, issued by the Central / State Government(s) / relevant authorities on account of COVID-19 pandemic, the Company will also display the results at its Registered office.</li> <li>(g). Any member(s) who does not receive the Notice, may either send an email to <a href="mailto:shambhu.singh@jkcement.com">shambhu.singh@jkcement.com</a> or write to <a href="mailto:prabhat.mishra@jaykayenterprises.com">prabhat.mishra@jaykayenterprises.com</a> or <a href="mailto:rc.srivastava@jkcement.com">rc.srivastava@jkcement.com</a> or may also download the Notice from the website of the Company i.e. <a href="http://www.jkcement.com">www.jkcement.com</a> or <a href="http://www.evotingindia.com">www.evotingindia.com</a>.</li> </ol> <p>For any query or grievance pertaining to remote e-voting, a member may write to Company at <a href="mailto:shambhu.singh@jkcement.com">shambhu.singh@jkcement.com</a> or may contact Mr. Prabhat Mishra, Company Secretary, Jaykay Enterprises Limited, Unit: JK Cement Limited, Kamla Tower, Kanpur 208001 U.P. or send an email at <a href="mailto:prabhat.mishra@jaykayenterprises.com">prabhat.mishra@jaykayenterprises.com</a> or <a href="mailto:rc.srivastava@jkcement.com">rc.srivastava@jkcement.com</a>. Further, members may visit Help &amp; FAQs Section available at <a href="http://www.evotingindia.com">www.evotingindia.com</a>.</p> <div style="display: flex; justify-content: space-between; align-items: flex-end; margin-top: 20px;"> <div style="text-align: center;">  <p>Place: Kanpur Date: 30<sup>th</sup> May, 2021</p> </div> <div style="text-align: right;"> <p>For J.K. Cement Limited (Shambhu Singh) Head (Legal) &amp; Company Secretary ICSI Membership No. FCS 5836</p> </div> </div>