JK LAKSHMI CEMENT Ltd.

JKLC:SECTL:SE:16
5th August 2016

1. BSE Llimited
Department of Corporate Services
25th Floor,P.J. Towers
Dalal Street
Mumbai – 400 001

Security Code:500380

2. National Stock Exchange of India Limited
" Exchange Plaza"
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051

Symbol : JKLAKSHMI, Series : EQ

Re: Intimation of AGM, Book Closure and Cut-off date for E-voting

Dear Sir,

1. Kindly refer to our letter of even number dated 18th May 2016 informing that the Board at its meeting held on 18th May 2016 had *interalia* recommended payment of dividend of ₹ 0.25/- per Equity Share of ₹ 5/- each (5%) for the Financial Year 2015-16 ended 31st March 2016.

2. Further, we have to inform you that the 76th Annual General Meeting of the Company will be held on Wednesday, the 7th September 2016 at the Registered Office of the Company: Jaykaypuram-307019, Basantgarh, Dist. Sirohi, Rajasthan (AGM). Share Transfer Books of the Company will be closed from 31st August 2016 to 7th September 2016 (inclusive) for the purpose of AGM and payment of dividend. The said dividend, if declared by the Members at the AGM will be credited/dispatched to the Shareholders within 3 weeks of the said AGM.

3. Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Schedule III thereto, we send herewith Notice of the aforesaid AGM of the Company. The Annual Report for the Financial Year 2015-16 of the Company would be sent to the Stock Exchanges in due course, pursuant to Regulation 34 of the Listing Regulations.

4. The Company has fixed 31st August 2016 as the cut-off date for the purpose of remote e-voting, for ascertaining the names of the Shareholders, holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted at the 76th AGM of the Company.

Thanking you,

Yours faithfully,
For JK Lakshmi Cement Limited

(B K Daga)
Vice President & Company Secretary

Encl: a.a

cc: - National Securities Depository Ltd. Mumbai
- Central Depository Services (India) Ltd., Mumbai
- MCS Share Transfer Agent Ltd., New Delhi

JK LAKSHMI CEMENT LIMITED

(CIN: L74999RJ1938PLC019511)
Regd. Office: Jaykaypuram, Basantgarh, District Sirohi, Rajasthan- 307019
Administrative Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi -110 002
Email: bkdaga@jkmail.com, Website: www.jklakshmicement.com
Phone: 91-11-30179860-861, Fax: 91-11-23739475

NOTICE

NOTICE is hereby given that the **76th Annual General Meeting** of the Members of **JK LAKSHMI CEMENT LIMITED** will be held at the Registered Office of the Company at Jaykaypuram-307 019, Basantgarh, Dist. Sirohi, Rajasthan, on **Wednesday,** the **7th September 2016 at 12.00 Noon** to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company (including audited consolidated financial statements) for the financial year ended 31st March 2016 and the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend.

3. To appoint a Director in place of Dr. Raghupati Singhania (DIN: 00036129), who retires by rotation and being eligible, offers himself for re-appointment.

4. To ratify appointment of the Auditors and to fix their remuneration and in connection therewith to consider and if thought fit to pass, the following as **Ordinary Resolution:**

   "RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the 74th Annual General Meeting (AGM), the appointment of M/s. Lodha & Company, Chartered Accountants, New Delhi, (Registration No. 301051E) as Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2017, be and is hereby ratified on a remuneration of ₹ 14 lacs (Rupees Fourteen lacs only) per annum, excluding Service Tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit."

As Special Business

5. To consider and if thought fit to pass, the following as **Ordinary Resolution:**

   "RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration of M/s. R.J. Goel & Company, the Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year 2016-17 ending 31st March 2017, of ₹ 1 lac (Rupee One lac only) per annum, excluding Service Tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit, be and is hereby ratified and confirmed.

   RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

6. To consider and if thought fit to pass, the following as a **Special Resolution:**

   "RESOLVED that pursuant to the provisions of Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and the Rules made thereunder including any amendments, statutory modification(s) or re-enactment(s) thereof and in continuation of the Resolution passed by the Members at the 71st Annual General Meeting of the Company held on 16th July 2011 (AGM) and subject to necessary approval of the Central Government in the Ministry of Corporate Affairs, consent of the members be and is hereby accorded and it shall always be deemed to have been so accorded for payment of remuneration to **Shri Bharat Hari Singhania, (DIN No.: 00041156)**, Chairman & Managing Director of the Company, as already approved by the Members of the Company at the aforesaid AGM and set out in the Statement annexed hereto, which shall be deemed to form part hereof, as Minimum Remuneration for the Financial Year 2015-16 (April' 15-March' 16) and for the remainder of his tenure in Financial Year 2016-17 i.e. upto 30th September 2016 and the same is hereby approved, ratified and confirmed.

   RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to take all necessary actions in connection therewith and/or incidental thereto."

7. To consider and if thought fit to pass, the following as a **Special Resolution:**

   "RESOLVED that pursuant to the provisions of Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and the

Rules made thereunder including any amendments, statutory modification(s) or re-enactment(s) thereof and in continuation of the Resolution passed by the Members at the 71st Annual General Meeting of the Company held on 16th July 2011 (AGM) and subject to necessary approval of the Central Government in the Ministry of Corporate Affairs, consent of the members be and is hereby accorded and it shall always be deemed to have been so accorded for payment of remuneration to **Smt. Vinita Singhania (DIN No: 00042983),** Vice Chairman & Managing Director of the Company, as already approved by the Members of the Company at the aforesaid AGM and set out in the Statement annexed hereto, which shall be deemed to form part hereof, as Minimum Remuneration for the Financial Year 2015-16 (April' 15-March' 16) and for the remainder of her tenure in Financial Year 2016-17 i.e. upto 31st July 2016 and the same is hereby approved, ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to take all necessary actions in connection therewith and/or incidental thereto."

8. To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and the Rules made thereunder including any amendments, statutory modification(s) or re-enactment(s) thereof and in continuation of the Resolution passed by the Members at the 73rd Annual General Meeting of the Company held on 2nd August 2013 (AGM) and subject to necessary approval of the Central Government in the Ministry of Corporate Affairs, consent of the members be and is hereby accorded and it shall always be deemed to have been so accorded for payment of remuneration to **Shri Sushil Kumar Wali, (DIN No.: 00044890),** Whole-time Director of the Company, as already approved by the Members of the Company at the aforesaid AGM and set out in the Statement annexed hereto, which shall be deemed to form part hereof, as Minimum Remuneration for the Financial Year 2015-16 (April' 15-March' 16) and for the remainder of his tenure in Financial Year 2016-17 i.e. upto 31st July 2016 and the same is hereby approved, ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to take all necessary actions in connection therewith and/or incidental thereto."

9. To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto and the Rules made thereunder including any amendments, statutory modification(s) or re-enactment(s) thereof and in continuation of the Resolution passed by the Members at the 73rd Annual General Meeting of the Company held on 2nd August 2013 (AGM) and subject to necessary approval of the Central Government in the Ministry of Corporate Affairs, consent of the members be and is hereby accorded and it shall always be deemed to have been so accorded for payment of remuneration to **Dr. Shailendra Chouksey, (DIN No.: 00040282)**, Whole-time Director of the Company, as already approved by the Members of the Company at the aforesaid AGM and set out in the Statement annexed hereto, which shall be deemed to form part hereof, as Minimum Remuneration for the Financial Year 2015-16 (April' 15-March' 16) and for the remainder of his tenure in Financial Year 2016-17 i.e. upto 31st July 2016 and the same is hereby approved, ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to take all necessary actions in connection therewith and/or incidental thereto."

10. To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment(s) thereof, approval of the Company be and is hereby accorded to the payment of remuneration to the Non-executive Directors other than the Managing Director(s) and Whole-time Director(s) of the Company, not exceeding, in aggregate, one percent of the annual net profits of the Company for each financial year, computed in the manner referred to in Section 198 and other applicable provisions of the said Act, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, in the manner as the Board of Directors may, from time to time, determine.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

11. To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors and subject to such other approval (s) as may be required and pursuant to the provisions of Sections 196,

197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto and the Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, the re-appointment of **Shri Bharat Hari Singhania (DIN No: 00041156)** as the Managing Director of the Company for a period of five years with effect from 1st October 2016 be and is hereby approved on the terms of remuneration, which in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197 (1) read with other relevant provisions of the said Act, set out in the Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Sections 197 and 198 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Managing Director for a period not exceeding three years in the aggregate subject to requisite approvals under the said Act.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorised to vary and/or revise the remuneration of the said Managing Director within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto."

12. To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors and subject to such other approval (s) as may be required and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto and the Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, the re-appointment of **Smt. Vinita Singhania (DIN No: 00042983)** as the Managing Director of the Company for a period of five years with effect from 1st August 2016 be and is hereby approved on the terms of remuneration, which in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197 (1) read with other relevant provisions of the said Act, set out in the Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Sections 197 and 198 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Managing Director for a period not exceeding three years in the aggregate subject to requisite approvals under the said Act.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorised to vary and/or revise the remuneration of the said Managing Director within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto."

13. To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors and subject to such other approval (s) as may be required and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto and the Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, the re-appointment of **Shri Sushil Kumar Wali (DIN No: 00044890)** as Whole-time Director of the Company for a period of three years with effect from 1st August 2016 be and is hereby approved on the terms of remuneration set out in the Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Sections 197 and 198 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Whole-time Director for a period not exceeding three years in the aggregate subject to requisite approvals under the said Act.

RESOLVED FURTHER that the Chairman & Managing Director/Vice Chairman & Managing Director of the Company be and are hereby severally authorised to vary and/or revise the remuneration of the said Whole-time Director within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto."

14. To consider and if thought fit to pass, the following as a **Special Resolution:**

"RESOLVED that pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors and subject to such other approval (s) as may be required and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto and the Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, the re-appointment of **Dr. Shailendra Chouksey (DIN No: 00040282)** as Whole-time Director of the Company for a period of three years with effect from 1st August 2016 be and is hereby approved on the terms of remuneration set out in the Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Sections 197 and 198

of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Whole-time Director for a period not exceeding three years in the aggregate subject to requisite approvals under the said Act.

RESOLVED FURTHER that the Chairman & Managing Director/Vice Chairman & Managing Director of the Company be and are hereby severally authorised to vary and/or revise the remuneration of the said Whole-time Director within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto."

15. To consider and if thought fit to pass, the following as **Ordinary Resolution:**

"RESOLVED that in supersession of the resolution passed by the Company at its Annual General Meeting held on 26th July 2008, consent of the Company be and is hereby accorded pursuant to the provisions of Section 181 of the Companies Act, 2013 ("The Act"), and other applicable provisions, if any, of the said Act, or any statutory modifications or re-enactment thereof, to the Board of Directors of the Company for making contribution in any financial year to bona fide charitable and other funds, sum or sums upto ₹10 crore (Rupees Ten Crore only) or five per cent of the average net profits of the Company for the three financial years immediately preceding the relevant financial year, whichever is higher."

By Order of the Board

Regd. Office:
Jaykaypuram-307 019
Basantgarh, Dist. Sirohi (Rajasthan)
Date: 21st July 2016

B.K. Daga
Vice President &
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBERS.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), setting out the material facts concerning Item Nos. 5 to 15 of the Notice, is annexed hereto.

3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.

4. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered and Administrative Offices of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of the Annual General Meeting and also at the venue of the meeting.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 31st August 2016 to 7th September 2016 (both days inclusive).

6. The Dividend of ₹ 0.25 per Equity Share of ₹ 5 each (5%) as recommended by the Board of Directors, if declared at the AGM, will be paid within three weeks of the date of the AGM to the Members whose names are borne on the Register of Members of the Company on 7th September 2016 or to their mandatees. In respect of shares held by the Members in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.

7. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for the financial year 2015-16, the Notice of the 76th AGM of the Company along with Admission Slip and Proxy Form are being sent to all the Members whose email addresses are registered/ available with the Company/Depository Participants. Physical copies of the aforesaid documents may be sent on request by any such Member.

8. Physical copy of the Annual Report for the financial year 2015-16, the Notice of the 76th AGM of the Company along with Admission Slip and Proxy Form are being sent to those Members who have not registered their email addresses with the Company/Depository Participants. The Annual Report for the financial year 2015-16 and the Notice of the 76th AGM will also be available on the Company's website www.jklakshmicement.com

9. Members who have not registered their e-mail addresses so far are requested to register same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

10. **Appointment of Director**

Brief resume of the Director proposed to be re-appointed (item No. 3 of the Notice) is given hereunder:

Name	**Dr. Raghupati Singhania**
DIN No.:	00036129
Age	69 Years
Qualification	B.Sc, Honorary Doctorate in Science
Expertise in Specific Functional Areas	Industrialist with 49 years of experience
Date of Appointment on the Board	4th June 1991
Directorships held in other public companies (as per Section 165 of the Companies Act 2013, excluding private and other companies)	(a) JK Tyre & Industries Limited (b) J.K. Fenner (India) Limited (c) JKT&I Employees Welfare Association Limited (d) Bengal & Assam Company Limited (e) JK Agri Genetics Limited (f) DCM Limited (g) Radico Khaitan Limited (h) Cavendish Industries Limited
Memberships/ Chairmanships of committees of other public companies [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 and 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]	(a) Bengal & Assam Company Limited- Chairman of Stakeholders Relationship Committee (b) Radico Khaitan Limited- Member of Audit Committee
Number of Equity Shares held in the Company	1,77,948
Relationships between Directors inter-se	Dr. Raghupati Singhania is related to Shri Bharat Hari Singhania.

11. Remote e-voting procedure:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, facility to exercise their right to vote at the 76th AGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility for voting by ballot/polling paper shall also be made available at the AGM and Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.

The instructions for Members for remote e-voting are as under:

(i) The e-voting period begins on 4th September 2016 (10:00 A.M.) and ends on 6th September 2016 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st August 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Members who have already voted prior to the AGM date may attend the AGM but would not be entitled to vote at the AGM.

(iii) The Members should log on to the e-voting website www.evotingindia.com

(iv) Click on "Shareholders / Members".

(v) Now Enter your User ID

(a) For CDSL: 16 digits beneficiary ID,

(b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

(c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the character displayed on the image verification and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number is printed on the Address Slip on the envelope. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction(v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN relevant for JK Lakshmi Cement Limited.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Members and Custodians

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 31st August 2016 may follow the same instruction as mentioned above for remote e-voting.

(xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001; Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com.

(xxiii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 31st August 2016 and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.

(xxiv) The Company has appointed Shri Ronak Jhuthawat (Membership No. A32924) of M/s Ronak Jhuthawat & Co., Company Secretary in practice as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.

(xxv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

12. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 31st August 2016 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.

13. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.jklakshmicement.com and on the website of CDSL and shall simultaneously be forwarded to the Stock Exchanges.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

Item No. 5

The Board at its meeting held on 18th May 2016, appointed M/s R.J. Goel & Co., Cost Accountants as the Cost Auditors, as recommended by the Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year 2016-17 commencing 1st April 2016 at a remuneration of ₹ One Lac p.a., excluding Service Tax as applicable and reimbursement of actual expenses of travel outside Delhi for the purpose of audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. The resolution is accordingly recommended for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

Item Nos. 6 to 9

(1) As the Members are aware, Shri Bharat Hari Singhania, Chairman & Managing Director and Smt. Vinita Singhania, Vice Chairman & Managing Director were re-appointed as Managing Directors of the Company for five years each with effect from 1st October 2011 and 1st August 2011, respectively, at the Annual General Meeting of the Company held on 16th July 2011 and Shri Sushil Kumar Wali and Dr. S. Chouksey, Whole-time Directors were re-appointed as Whole-time Directors of the Company for three years each with effect from 1st August 2013 at the Annual General Meeting of the Company held on 2nd August 2013, by means of Special Resolutions passed by the Members at the said AGMs, pursuant to the provisions of Sections 269, 309, 316 and 198 read with Schedule XIII to the Companies Act, 1956 (the Old Act). The terms of their remuneration approved by the Members, including payment of "Minimum Remuneration" to them in the event of inadequacy or absence of profits, in any financial year or years during the currency of their tenure, comprising basic salary, performance linked incentive, contribution to Provident and other funds, perquisites, allowances and benefits etc. are reproduced hereunder for ease of reference:

Remuneration of Shri Bharat Hari Singhania, Chairman & Managing Director and Smt. Vinita Singhania, Vice Chairman & Managing Director approved by the Members at the Annual General Meeting held on 16th July 2011:

"A. Salary

(i) ***Shri Bharat Hari Singhania:** ₹ 16 lacs p.m. with such increments as may be decided by the Board from time to time in the salary range of ₹ 15 lacs p.m. to ₹ 30 lacs p.m.

(ii) **Smt. Vinita Singhania:** ₹ 16 lacs p.m. with such increments as may be decided by the Board from time to time in the salary range of ₹ 15 lacs p.m. to ₹ 30 lacs p.m.

B. Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including

hospitalisation and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.

C. Performance linked incentive, as may be decided by the Board from time to time.

D. Commission: 2% of the net profits computed under Sections 349 and 350 of the Companies Act or more as may be decided by the Board from time to time.

The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.

E. Contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act 1961.

F. Gratuity at the rate of 15 days salary for each completed year of service.

G. Encashment of unavailed leave.

H. The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act 1956 or any statutory modifications thereto or re-enactments thereof.

I. In the event of inadequacy or absence of profits under Sections 349 and 350 of the Companies Act in any financial year or years, the Managing Directors shall be entitled to such remuneration as they may be then drawing, as specified in paras A, B & C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Schedule XIII to the Companies Act, 1956 or any statutory modifications thereto or re-enactments thereof.

*Shri Bharat Hari Singhania, Vice Chairman and Managing Director of the Company is also Managing Director of JK Tyre and Industries Limited (JKTIL). In terms of Section III of Part II of Schedule XIII to the Act, Shri Singhania is entitled to and may draw remuneration from the Company or JKTIL or both the companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the said companies."

Remuneration of Shri Sushil Kumar Wali and Dr. S. Chouksey, Whole-time Directors, approved by the Members at the Annual General Meeting held on 2nd August 2013:

"A. Salary

(i) **Shri Sushil Kumar Wali:** ₹ 7,00,000 per month in the salary range of ₹ 6,00,000 to ₹ 10,00,000 per month;

(ii) **Dr. Shailendra Chouksey:** ₹ 7,00,000 per month in the salary range of ₹ 6,00,000 to ₹ 10,00,000 per month;

with such increments as may be decided by the Chairman & Managing Director/ Vice Chairman & Managing Director of the Company from time to time.

B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car (s) with driver, telephone etc., and such other perquisites, allowances and benefits as may be decided by the Chairman & Managing Director/ Vice Chairman & Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or Income tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman & Managing Director/Vice Chairman & Managing Director of the Company.

C. Performance linked incentive.

D. Commission: 1% of the net profits computed under Sections 349 and 350 of the Companies Act, 1956 or any statutory modification thereto or re-enactment thereof (the Companies Act), subject to a ceiling of 100% of annual salary.

Items C & D above will be as may be determined by the Chairman & Managing Director / Vice Chairman & Managing Director of the Company from time to time.

E. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per rules of the Company.

F. Gratuity at the rate of 15 days Salary for each completed year of service.

G. Encashment of unavailed leave as per rules of the Company.

H. The Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act.

I. In the event of inadequacy or absence of profits under Sections 349 and 350 of the Companies Act, 1956 in any financial year or years, the Whole-time Director shall be

entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above."

(2) The Company had been making consistent and adequate profits upto the Financial Year 2014-15. However, there was a drop in the profitability of the Company during the Financial Year 2015-16 due to reasons beyond the control of the Management. These included prolonged slowdown in the economy activity, weak cement demand, additional capacity/built up resulting into substantially low NSR, steep rise in Power, freight and distribution costs, stabilization of new projects, subdued infrastructure activities coupled with high interest rates and poor liquidity conditions. As a result, there was a considerable decline in the operating margins and profits of the Company particularly since 1st April 2015. The Company therefore did not have adequate profits for the Financial Year 2015-16, for the purpose of payment of Managerial Remuneration to the Managing and Whole-time Directors of the Company, as Minimum Remuneration approved by the Members as aforesaid.

(3) Accordingly, as required under Section 197 of the Companies Act, 2013, the Company filed requisite Application(s) to the Central Government, Ministry of Corporate Affairs (MCA) seeking its approval for payment of Minimum Remuneration to the said Managing Directors and Whole-time Directors, as already approved by the Members under the provisions of erstwhile Companies Act, 1956. The MCA vide its letters dated 12th May 2016 has requested the Company to obtain fresh approval of the Members under the provisions of the Companies Act, 2013, for such payment of Minimum Remuneration. Copies of the MCA letters dated 12th May 2016 would be available for inspection by the Members at the Registered and Administrative Offices of the Company during normal business hours on any working day upto the date of the AGM. It is therefore proposed to obtain fresh approval of the Members under the relevant provisions of the Companies Act, 2013. The Board recommends the Resolutions at Sl. Nos. 6 to 9 of the Notice for approval of Members by means of Special Resolutions.

(4) Relevant details in terms of Schedule V to the Companies Act, 2013, are given under Item Nos. 11 to 14 of this Statement and forms an integral part hereof and not repeated for brevity sake.

(5) Shri Bharat Hari Singhania for himself and through his relatives including Dr. Raghupati Singhania, a Director, to the extent of their shareholding in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution No. 6. Smt. Vinita Singhania for herself and through her relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution No. 7. Shri S.K. Wali and Dr. S. Chouksey, for themselves and their relatives, to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in Resolutions No. 8 & 9, respectively.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolutions.

Item No. 10

The Members at the Annual General Meeting of the Company held on 4th August 2012 had approved by a Special Resolution pursuant to Section 309 of the Companies Act 1956, payment of commission, as might be decided by the Board of Directors from time to time, not exceeding 1% of the annual net profits of the Company, to the Directors other than the Managing or Whole-time Director(s) of the Company for a period of 5 financial years commencing 1st April 2012.

Section 197 of the Companies Act 2013 (the Act) now authorizes payment of remuneration to Directors, other than Managing Directors or Whole-time Directors of the Company, upto 1% of the net profits of the Company, calculated in the manner referred to in Section 198 of the Act, without the approval of the Company in General Meeting.

Further, Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations, 2015] stipulates that all fees or compensation (excluding sitting fees), paid to the Non-executive Directors, including Independent Directors, shall be fixed by the Board of Directors and shall require previous approval of Members in general meeting.

Accordingly, it is considered necessary to obtain fresh approval of the Members by means of Special Resolution authorizing Board of Directors of the Company for payment of such remuneration including fees or compensation to the Non-executive Directors, including Independent Directors, not exceeding, in aggregate, one percent of the annual net profits of the Company for each Financial Year commencing 1st April 2016 in terms of Section 197 of the Act and Regulation 17 of the SEBI LODR Regulations, 2015.

The Board recommends the aforesaid resolution for approval of the members by means of a Special Resolution.

All the Directors, other than the Managing Director(s) and Whole-time Director(s) of the Company and their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested in the resolution to the extent of the share of remuneration that they may receive. None of the Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 11 & 12

(1) The Board of Directors of the Company has re-appointed Shri Bharat Hari Singhania (DIN No.: 00041156) and Smt. Vinita Singhania (DIN No: 00042983) as Managing Directors of the Company for a tenure of five years each w.e.f. 1st October 2016 and 1st August 2016, respectively, pursuant to Sections 196, 197, 198, 203 of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof and Schedule V thereto, on the terms and remuneration determined by the Nomination & Remuneration Committee of Directors, set out hereinafter, subject to the approval of Members and such other approval(s), as may be required.

In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:

I. General Information:

1. Nature of Industry: Cement.

2. Date or expected date of commencement of commercial production: The JK Lakshmi Cement plant of the Company was commissioned in the year 1982.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial Performance based on given indicators:

Particulars for the Financial Year ended 31st March 2016	**₹ in Crore**
Net Sales and Other Income	2999.63
Operating Profit (Before Interest, Depreciation and Tax)	330.41
Profit Before Depreciation	142.11
Profit After Tax	6.28

5. **Foreign investments or collaborations, if any:** Not Applicable

II. Information about the Appointees:

(1) **Shri Bharat Hari Singhania,** aged 78 years and a graduate, is an industrialist with over 59 years of experience in managing various industries including Cement, Automotive Tyres, Paper, Jute, Synthetics, high yielding Hybrid Seeds etc. Shri Singhania, one of the Promoters of the Company, has also been the Chairman /Director of several industrial and other companies. He is the past President of the Indian Chamber of Commerce and Chairman of Indian Jute Mills Association. He also headed the Indian Jute Industries Research Association and has served on various government committees and participated on various overseas delegations.

Shri Bharat Hari Singhania, has been Managing Director of the Company since 1994 and was elevated to the position of the Chairman in 2013. He attended all the four Board Meetings of the Company held during the Financial Year ended 31st March 2016. He holds 1,27,970 Equity Shares of ₹ 5/- each of the Company.

His other Directorships are- (A) Listed Companies- He is the Chairman of JK Paper Limited, JK Agri Genetics Limited, Bengal & Assam Company Limited, and Managing Director of JK Tyre & Industries Limited- (B) Unlisted Companies- Henery F. Cockill & Sons Limited, Rockwood Properties Private Limited, Tanvi Commercial Private Limited, Hari Shankar Singhania Holdings Pvt. Limited, HSS Stockholdings Pvt. Limited. He is member of Managing Committee of Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases.

Shri Bharat Hari Singhania, is also a Member of the Company's Stakeholders Relationship Committee. He does not hold any Committee position in other companies in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

(2) **Smt. Vinita Singhania,** aged 64 years and a graduate, is a businesswoman and an industrialist, with diversified and rich business experience. She is the only woman Director on the Board. Smt. Singhania has been Director of several industrial and other companies.She has long experience of managing cement business and actively interacts with various association of cement industry on important issues.

Smt. Vinita Singhania, has been the Managing Director of the Company since 2001 and was elevated to the position of Vice Chairman & Managing Director in 2013. She attended all the four Board Meetings of the Company held during the Financial Year ended 31st March 2016. She holds 88,758 Equity Shares of ₹ 5/- each of the Company.

Her other Directorships are- (A) Listed Companies- JK Paper Limited, Bengal & Assam Company Limited, HEG Limited (B) Unlisted Companies- JKLC Employees Welfare Association Limited, Niyojit Properties Private Limited, Vinita Stockholdings Private Limited and Hari Shankar Singhania Holdings Pvt. Limited.

Smt. Vinita Singhania is also the Chairperson of Company's CSR Committee. She is also a Member of CSR Committee of HEG Limited. She does not hold any Committee position in other companies in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Smt. Vinita Singhania has the distinction of being the first woman President of Cement Manufacturers Association (CMA) as well as National Council for Cement and Building Materials (NCBM). She was elected unanimously as the President CMA in October 2009. Contributions made by Smt. Vinita Singhania, have also been recognized by various awards viz., "CEO with HR Orientation Award" for the year 2008 at the Asia Pacific HR Congress, "Outstanding Business Woman Award 2009" instituted by PHD Chambers

of Commerce & Industry, New Delhi, Best CEO with HR Orientation for the year 2009-10 by Greentech Foundation, "Achievement award as an Industry Doyen" instituted by Construction Industry Development Council, New Delhi and the Construction Industry, "Golden Peacock Women Business Leadership Award 2010" instituted by Institute of Directors, New Delhi & World Council for Corporate Governance, U.K., "Best Women Entrepreneur of the year" by construction World Magazine in 2012, "Most Enterprising CEO" at the Rajiv Gandhi Excellence Awards in 2013, among others.

(3) **Past Remuneration:** The past remuneration of Shri Bharat Hari Singhania and Smt. Vinita Singhania was approved by the Members of the Company at their Annual General Meeting held on 16th July 2011. Same is given under Item Nos. 6 to 9 of this Statement and forms an integral part hereof and not repeated for brevity sake.

(4) **Recognition or awards:** The Company has won several prestigious awards and accolades. Some of them received during Financial Year 2015-16 are - International Safety Award 2015 awarded by British salfey council, London; Green Co Silver Award and Certification-2015 for Implementing and practicing 10 aspects of Environment Sustainability awarded by CII; Global CSR Excellence & Leadership Awards for "Best Innovative CSR Project in Hygiene & Sanitation"; National Safety Award awarded by Govt. of India, Ministry of Labor, Directorate General Factory Advise Service and Labor Institute(DGFASLI) Faridabad; Most trusted brand – CG awarded by CM – CG; Best IT implementation Awards 2016 for JK MOBILE APP; Make in India Award; Global Safety Award 2016 - for Achievement in Implementing Corporate Social Responsibility Programs for Strengthening Core Business with Social Commitment awarded by Energy and Environment Foundation, New Delhi; NCBM award; Chhattisgarh Leadership Award - for Water Conservation & Management; CII Industrial Innovation award - 2015 (One of the top 25 innovative organization).

(5) **Job Profile and their suitability:**

Shri Bharat Hari Singhania, Chairman & Managing Director of the Company is entrusted with substantial powers of management of the affairs of the Company under the superintendence, control and direction of Board of Directors. He has been responsible for policy planning, vision and strategy and also involved in long term development activities of the Company, besides Corporate Governance and Board co-ordination. He has long experience of managing industrial and other companies.

Smt. Vinita Singhania, Vice Chairman & Managing Director of the Company is entrusted with substantial powers of management of the affairs of the Company under the superintendence, control and direction of Board of Directors. She has a very good and rich experience of managing cement business and looks after planning, coordination and control of production, sales & developmental activities and overall operations of the Company. She has been instrumental in shaping the HR culture of the Company.

The Company remains committed to pursuing the long term interest of all Stakeholders, which includes recruiting and retaining an Industry proven management team. The responsibilities of the managerial personnel have increased substantially with the growth of the Company. The Managing Directors have held the business strong in the midst of slow down and intensifying competition in the cement industry, as detailed in para III hereinafter. They have laid great emphasis on CSR activities and promoting better services to the Members and took several investor friendly measures with a view to reward the Members including sub-division of equity shares, Buy-Back. The Company has also been regularly paying dividend to the Members since financial year 2005-06 and maintained high dividend pay-out ratio.

The Company has made significant contributions in CSR activities in the areas of health, education, employment generation, water and environment conservation, rural infrastructure and community development etc. in and around its plant locations.

(6) **Remuneration proposed:** The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 18th May 2016 have approved the following terms of remuneration of Shri Bharat Hari Singhania and Smt. Vinita Singhania for a tenure of five years each w.e.f. 1st October 2016 and 1st August 2016, respectively:

(1) **Shri Bharat Hari Singhania, Chairman & Managing Director**

A. Salary:

₹ 32 lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 25 lacs to ₹ 55 lacs per month.

B. Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereto together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalization and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.

C. Performance linked incentive, as may be decided by the Board from time to time.

D. Commission: 2% of the net profits computed under Section 198 of the Companies Act, 2013 or more as may be decided by the Board from time to time.

The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.

E. Contribution to Provident Fund or any other Funds as per rules of the Company.

F. Gratuity at the rate of 15 days salary for each completed year of service.

G. Encashment of unavailed leave.

H. The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 2013, or any statutory modifications thereto or re-enactments thereof.

I. In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Managing Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B & C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

Shri Bharat Hari Singhania, Chairman & Managing Director of the Company is also Managing Director of JK Tyre and Industries Limited (JKTIL). In terms of Section V of Part II of Schedule V to the Companies Act, 2013, Shri Bharat Hari Singhania is entitled to and may draw remuneration from the Company or JKTIL or both the companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the said companies.

(2) Smt. Vinita Singhania, Vice Chairman & Managing Director

A. Salary:

₹ 31 lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 25 lacs to ₹ 55 lacs per month.

B. Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereto together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalization and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.

C. Performance linked incentive, as may be decided by the Board from time to time.

D. Commission: 2% of the net profits computed under Section 198 of the Companies Act, 2013 or more as may be decided by the Board from time to time.

The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.

E. Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per rules of the Company.

F. Gratuity at the rate of 15 days salary for each completed year of service.

G. Encashment of unavailed leave.

H. The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 2013, or any statutory modifications thereto or re-enactments thereof.

I. In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Managing Director shall be entitled to such remuneration as she may be then drawing, as specified in paras A, B & C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

(7) Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person: The executive remuneration in the Industry has increased manifold. The Nomination and Remuneration Committee of Directors of the Company constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Bharat Hari Singhania and Smt. Vinita Singhania and other relevant factors while determining their remuneration as proposed.

(8) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed herein, Shri Bharat Hari Singhania and Smt. Vinita Singhania, does not have any other pecuniary relationship with the Company.

Shri Bharat Hari Singhania is related to Dr. Raghupati Singhania, a Director of the Company. Shri Bharat Hari Singhania and Smt. Vinita Singhania are not related to any other Director and Key Managerial Personnel of the Company, within the meaning of the Act.

III. Other Information:

(1) Reasons of loss or inadequate profits :

As the Members are aware, the Company had been making consistent and adequate profits upto the Financial Year 2014-15. However, there was a drop in the profitability of the Company during the Financial Year 2015-16 due to reasons beyond the control of the Management. These included prolonged slowdown in the economy activity, weak cement demand, additional capacity/built up resulting into substantially low NSR, steep rise in Power, freight and distribution costs, stabilization of new projects, subdued infrastructure activities coupled with high interest rates and poor liquidity conditions. As a result, there was a considerable decline in the operating margins and profits of the Company particularly since 1st April 2015.

(2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

(i) Despite slowdown in the Industry and intense competition, the Company has embarked upon a journey of doubling its capacity from about 6 million tonnes in 2014 to about 12 million tonnes by March, 2018. With the commissioning of the Greenfield Cement Plant at Durg, Chhattisgarh, the Company's total Cement capacity has increased to 8.65 million tonnes by March, 2016. Further 1.30 million tonnes Split Location Grinding Unit has already started the trial production and would take Company's Capacity to 10 million tonnes during the first half of Financial Year 2017. The Company also plans to increase its Cement Grinding Capacity at Durg from 1.80 million tonnes to 2.70 million tonnes by June, 2017 and further with the commissioning of the Orissa Grinding Unit, its total capacity would be about 12 million tonnes in Financial Year 2017-18.

(ii) The Company has been consistently performing better than the Industry in terms of its capacity utilization. During the Financial Year 2015-16, it achieved 82% capacity utilization while the average of the Industry was 66%. The Company's eastern operations started from the last quarter of the previous financial year and there too, the Company has been successful in achieving near 100% capacity utilization by the last quarter of the Financial Year 2015-16 besides retaining its premium positioning.

(iii) The Company continues to be the least cost producer and has put a lot of emphasis on cost optimization at all levels. The Company's operational efficiencies are also comparable to the best in the Industry. Its fuel consumption in the current financial year 2015-16 was 76 Kg/Tonne as against 81 Kg/Tonne in the previous Financial Year 2014-2015. The Company also has plans to set up more Grinding units in the neighboring states during the coming years, to save on logistics costs as also to expand Company's geographical footprints across the country barring Southern India.

(iv) JK Lakshmi Cement Limited is a leading player in north India with its reputed brand "JK Lakshmi". It is the most preferred brands in its marketing area with a vast network of dealers spread in the states of Rajasthan, Gujarat, Delhi, Haryana, U.P., etc. With its cost competitiveness, quality products, a robust marketing distribution system and extensive network, it has reinforced its formidable brand position amongst wide ranging and far flung customer base. In line with the changing needs of the customers, the Company introduced state-of-the-art Ready Mix Concrete with the brand name "JK Lakshmi Power Mix". JK Lakshmi is also a leading brand of Plaster of Paris (POP)- "JK Lakshmiplast".

(v) After the success of JK Lakshmi PRO+ in eastern region, it has decided to launch a premium offering for the discerning customers of Odisha- JK LAKSHMI PLATINUM Portland Slag Cement with 10+ benefits. The new product range aptly validates the Company's pursuit to offer premium products to utmost satisfaction of its customers.

(vi) A combination of well envisioned management initiatives, focused growth plans and pushing cost optimization initiatives to the maximum have resulted in the Company becoming a resilient performer under truly challenging circumstances. With Government's continued focus on infrastructure development, "Make in India" etc., the construction activities in the Company are bound to pick up leading to increased cement demand and consumption. The Company effectively positioned to take advantage of these measures in the coming years.

(2) The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in the preceding Financial Year.

Copies of the draft Contract/Memorandum setting out the terms and conditions of the re-appointments of the Managing Directors, would be available for inspection by the Members at the Registered and Administrative Offices of the Company during normal business hours on any working day upto the date of the AGM.

Shri Bharat Hari Singhania for himself and through his relatives including Dr. Raghupati Singhania, a Director, to the extent of their shareholding in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution No. 11. Smt. Vinita Singhania for herself and

through her relatives, to the extent of their shareholding in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution No. 12. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolutions. The Board recommends the Resolutions at Sl. Nos. 11 & 12 of the Notice for approval of the Members by means of Special Resolutions.

Item No. 13 & 14

(1) The Board of Directors of the Company has re-appointed Shri S. K. Wali (DIN No.: 00044890) and Dr. S. Chouksey (DIN No: 00040282) as Whole-time Directors of the Company for a tenure of three years each w.e.f. 1st August 2016, pursuant to Sections 196, 197, 198, 203 of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof and Schedule V thereto, on the terms and remuneration determined by the Nomination & Remuneration Committee of Directors, set out hereinafter, subject to the approval of Members and such other approval(s), as may be required.

In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:

I. General Information:

Requisite details are given under Item Nos. 11 & 12 of this Statement and forms an integral part hereof and not repeated for brevity sake.

II. Information about the Appointees:

(1) **Shri Sushil Kumar Wali,** aged 65 years, holds a Bachelor's Degree in Chemical Engineering with distinction. He has over 41 years experience and is presently Whole -time Director of the Company. Shri Wali has undergone National and International trainings in Business Management at IIM – Ahmedabad, Wharton University, U.S.A., Blue Circle, U.K. and Stanford, U.S.A. Shri Wali has also undergone international training in coaching and now he is a certified coach from International Coaching Community. Shri Wali is Chairman of Knowledge Exchange Platform, which is a joint initiative of Bureau of Energy Efficiency (BEE) and Institute of Industrial Productivity (IIP) for promoting energy efficiency through sharing of best practices in the industries covered under the Perform, Achieve and Trade (PAT) scheme, Chairman of the Advisory Committee of CMA IIP Project on "Increasing Thermal Substitution Rate" in Indian Cement Industry. Shri Wali was Chairman of Technical Committee, Cement Manufacturers' Association (CMA) for more than one and a half decade, was Chairman of Administration & Finance Committee (AFC) of National Council for Cement & Building Materials, Ex-member of Governing Body of National Council for Cement & Building Materials and Asia Pacific Partnership on Clean Development.

Shri Sushil Kumar Wali, has been Whole-time Director of the Company since 2002. He attended all the four Board Meetings of the Company held during the Financial Year ended 31st March 2016. He does not hold any Equity Shares of the Company.

Shri Sushil Kumar Wali is a member of the Company's Corporate Social Responsibility Committee. He is also a member of Risk Management Committee. He has also been a Director of JKLC Employees' Welfare Association Limited.

(2) **Dr. Shailendra Chouksey,** aged 65 years, is a Ph.D. in Management, Post Graduate in Physics and is a MBA from the Faculty of Management Studies, Delhi University. He has over 41 years experience and is presently Whole -time Director of the Company. He has attended the Advanced Management Programme at The Wharton School, University of Pennsylvania, USA, besides attending various other Senior Executives programme including the one conducted by Harvard Business School in collaboration with Tata Management Training Centre, IIM Ahmedabad, etc. He has been a member of Managing Committee of Cement Manufacturers Association since 1991 and has held various important assignments in the Association including Chairman for Infrastructure Committee, Chairman for Legal & Financial Committee, ASSOCHAM National Council for Competition Law, Working Group on Cement Industry XIth & XIIth Plan (constituted by Ministry of Industry), etc. He has been regularly leading delegation to various government and policy making bodies in connection with the issues relating to cement industry. He is presently the Vice President of Cement Manufacturers Association and Vice Chairman of National Council for Cement and Building Materials.

Dr. S. Chouksey has been Whole-time Director of the Company since 2002. He attended all the four Board Meetings of the Company held during the Financial Year ended 31st March 2016. He does not hold any Equity Shares of the Company.

Dr. S. Chouksey is a member of the Company's Corporate Social Responsibility Committee. He is also the Chairman of the Risk Management Committee of the Company. He has also been a Director of JKLC Employees' Welfare Association Limited.

(3) **Past Remuneration:** The past remuneration of Shri Sushil Kumar Wali and Dr. S. Chouksey was approved by the Members of the Company at their Annual General Meeting held on 2nd August 2013. Same is given under Item Nos. 6 to 9 of this Statement and forms an integral part hereof and not repeated for brevity sake.

(4) **Recognition or awards:** The Company has won several prestigious awards and accolades. Same is given under Item Nos. 11 & 12 of this Statement and forms an integral part hereof and not repeated for brevity sake.

(5) **Job Profile and their suitability:** The Whole-time Directors are vested with powers of management subject to the control, direction and superintendence of the Board of Directors, Chairman & Managing Director and Vice Chairman & Managing Director of the Company. The responsibilities of the managerial personnel have increased substantially with the growth of the Company.

Shri Sushil Kumar Wali, is responsible for various aspects of the working of the Company including technical, materials, administrative and Corporate Governance matters.

Shri Sushil Kumar Wali has handled finalization and implementation of the Company's Cement Project in consultation with World Bank, U.S.A. Shri Wali played a stupendous role in setting up various expansion Projects including setting up of New Greenfield Cement Plant in Eastern India & Grinding Units.

Shri Sushil Kumar Wali is the Occupier of Companies Cement factories under the Factories Act 1948 and confirms compliances of all applicable laws and timely payment of the statutory dues to the Board at each meeting.

Under his guidance, the Company has also achieved high efficiency parameters in the areas of energy consumption, use of alternate fuels, establishing of green power etc., thereby affected substantial savings in costs and improved productivity.

Dr. Shailendra Chouksey, looks after various aspects of the working of the Company including commercial and marketing activities and to lead Company's large distribution network of nearly 3000 channel partners for achieving objectives and Brand Positioning. Besides handling Competition issues and administrative matters, Dr. Chouksey also looks after critical legal cases pertaining to sales tax and entry tax etc.

Dr. Chouksey has been instrumental in foray into value added businesses i.e. RMC, POP, AAC Blocks, Cement Mortars and Plasters leveraging the strong brand equity and network of JK Lakshmi Cement. He is also the Occupier of 14 RMC Plants of the Company.

Dr. Chouksey was instrumental in making JK Lakshmi Cement the first cement unit to have got ISO 9002 certification in North India in 1994. He introduced the concept of coloured packing for cement for the First time in the industry and getting requisite approval from BIS, etc. He has been instrumental in making JK Lakshmi Cement a formidable brand in all its markets, enjoying a respectable brand position. Branding of JK Lakshmi has been further fortified with the introduction of Pro+ cement in which he played a key role. All these activities have enabled JK Lakshmi to continuously post higher capacity utilization than the capacity utilization of overall cement industry as well as higher than the industry in the region where the company operates.

(6) **Remuneration proposed:** The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 18th May 2016 have approved the following terms of remuneration of Shri Sushil Kumar Wali and Dr. S. Chouksey for a tenure of three years each w.e.f. 1st August 2016:

Shri Sushil Kumar Wali and Dr. Shailendra Chouksey, Whole-time Directors

A. Salary:

(i) **Shri Sushil Kumar Wali:** ₹ 9.50 lacs per month in the salary range of ₹ 8 lacs to ₹ 15 lacs per month;

(ii) **Dr. S. Chouksey:** ₹ 9.50 lacs per month in the salary range of ₹ 8 lacs to ₹ 15 lacs per month;

with such increments as may be decided by the Chairman & Managing Director/ Vice Chairman & Managing Director of the Company, from time to time.

B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car (s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be decided by the Chairman & Managing Director/ Vice Chairman & Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or Income tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman & Managing Director/Vice Chairman & Managing Director of the Company.

C. Performance linked incentive.

D. Commission: Upto 1% of the net profits computed under Section 198 of the Companies Act, 2013 or any statutory modification thereto or re-enactment thereof (the Companies Act), subject to a ceiling of 100% of annual salary.

Items C & D above will be as may be determined by the Chairman & Managing Director/ Vice Chairman & Managing Director of the Company from time to time.

E. Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company.

F. Gratuity at the rate of 15 days Salary for each completed year of Service.

G. Encashment of unavailed leave as per Rules of the Company.

H. The Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act.

I. In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Whole-time Directors shall be entitled to such remuneration as they may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above.

(7) Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person: The executive remuneration in the Industry has increased manifold. The Nomination and Remuneration Committee of Directors of the Company constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri S.K. Wali and Dr. S. Chouksey and other relevant factors while determining their remuneration as proposed.

(8) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed herein, Shri Sushil Kumar Wali and Dr. S. Chouksey, does not have any other pecuniary relationship with the Company.

Shri Sushil Kumar Wali and Dr. S. Chouksey, are not related to any other Director and Key Managerial Personnel of the Company, within the meaning of the Act.

III. Other Information:

Reasons of loss or inadequate profits and Steps taken or proposed to be taken for improvement and expected increase in productivity and profits are given under Item Nos. 11 & 12 of this Statement and forms an integral part hereof and not repeated for brevity sake.

(2) The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in the preceding Financial Year.

Copies of the draft Contract/Memorandum setting out the terms and conditions of the re-appointments of Shri S.K. Wali and Dr. S. Chouksey, would be available for inspection by the Members at the Registered and Administrative Offices of the Company during normal business hours on any working day upto the date of the AGM.

Shri Sushil Kumar Wali and Dr. S. Chouksey for themselves and through their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution at Sl. Nos. 13 & 14, respectively. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolutions. The Board recommends the Resolutions at Sl. Nos. 13 & 14 of the Notice for approval of the Members by means of Special Resolutions.

Item No. 15

The Company at its Annual General Meeting held on 26th July 2008, accorded consent pursuant to Section 293(1)(e) of the Companies Act 1956, to the Board of Directors for contributing in any Financial Year to charitable and other funds not directly relating to the business of the Company or welfare of its employees, subject to a ceiling of ₹ 5 Crores or 5% of the average net profits for the three immediately preceding Financial Year, whichever is greater.

As per Section 181 of the Companies Act 2013, the Board of the Company may now contribute to bona fide charitable and other funds, in any Financial Year, upto 5% of its average net profits for the three immediately preceding Financial Years. Contribution to such funds in any Financial Year can exceed 5% of the average net profits for the three immediately preceding Financial Years, with prior permission of the Company in general meeting.

It is, therefore, considered necessary to authorize the Board of Directors of the Company under the Companies Act, 2013 to contribute in any Financial Year, to bonafide charitable and other funds, sum or sums upto ₹ 10 crores or 5% of the average net profits of the Company for three immediately preceding Financial Years, whichever is higher.

The Board recommends the aforesaid resolution for approval of the Members in supersession of the resolution passed by the Company at the Annual General Meeting held on 26th July 2008.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

By Order of the Board

Regd. Office:
Jaykaypuram-307 019
Basantgarh, Dist. Sirohi (Rajasthan)

B.K. Daga
Vice President &
Company Secretary

Date: 21st July 2016

FOR ATTENTION OF THE MEMBERS

1. Members/ Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
2. Please check the Pincode in the address slip and advise correction, if any, therein. Also please do indicate the Pincode Number of your delivery post office while notifying change in your address to the Company where shares are held in physical form.
3. Requests for transfer of Equity Shares and related correspondence should be addressed to the **Company's Registrar and Share Transfer Agents : MCS Share Transfer Agent Limited,** F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 (RTA). The Members may approach their Depository Participant for getting their shares dematerialised and in respect of shares already held in dematerialised mode for registration of change in their addresses, bank mandates, nominations, etc.
4. Shareholder(s) seeking transfer of shares in physical form should furnish copy of the PAN card of the Transferor and Transferee to the Company / RTA for registration of transfer of shares.
5. Members having multiple folios are requested to write to the RTA for consolidation of the Folios to save the administrative or servicing cost.
6. Dividend Warrants, Share transfer etc.:

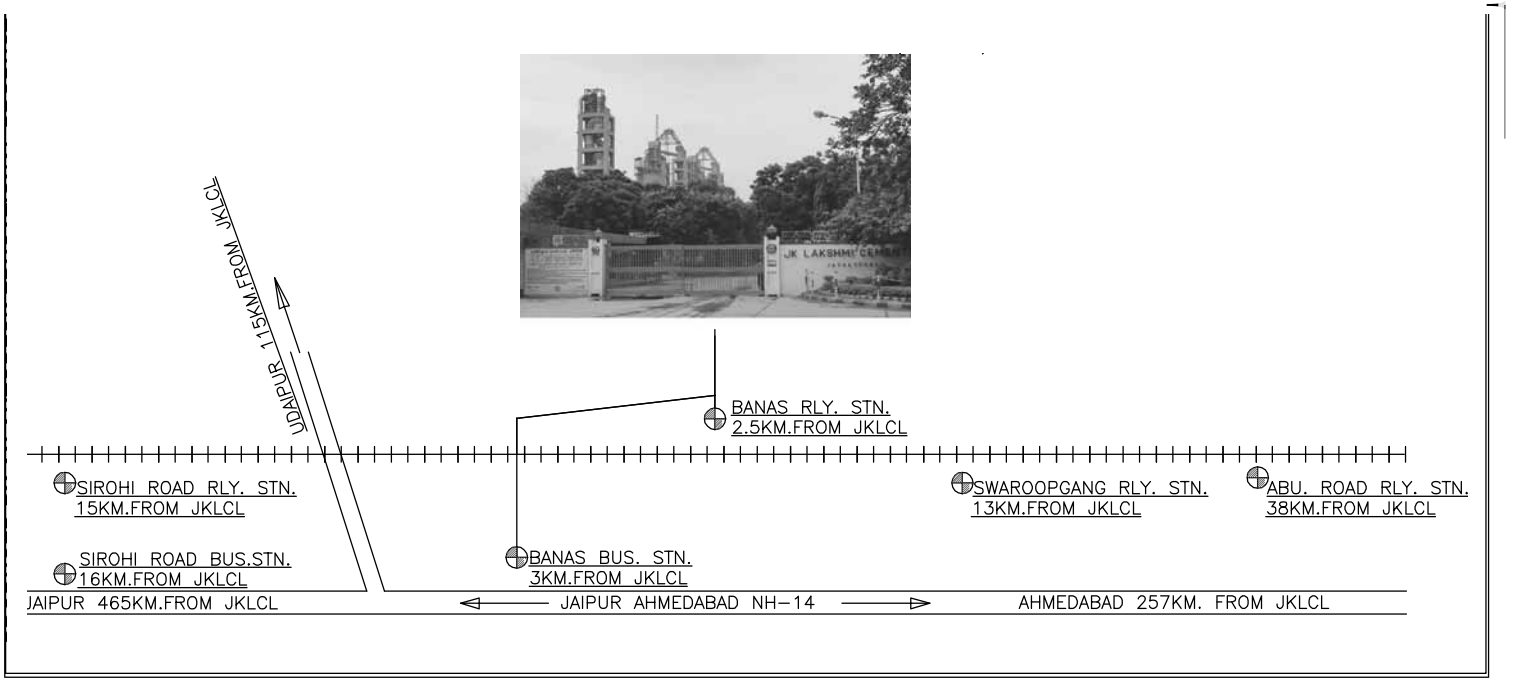
   As per SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 it is mandatory for the Company to print the Bank Account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/ update their correct bank account details with the Company/RTA/Depository Participant, as the case may be.
7. Investor Grievances can be lodged electronically online with the RTA. Please log on to www.mcsdel.com and click on Investors Services to register your queries/ grievances which will be promptly responded by the RTA. Please write to the Company Secretary at Secretarial Department at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002 or E-mail: bkdaga@jkmail.com in case their response is not received within a week's time. Members can also write to the Company in this regard.
8. **Unclaimed Dividends- Transfer to Investor Education and Protection Fund**
   (a) Pursuant to Section 205A read with Section 205C and other applicable provisions, if any, of the Companies Act, 1956, the unclaimed dividend will be transferred to the Investor Education and Protection Fund (IE & PF) on expiry of 7 years from the date the dividend became due for payment.
   (b) The unclaimed Dividend for the Financial Year 2008-09 ended 31st March 2009 will become due for transfer to the IE & PF on 29th August 2016 and unclaimed Interim Dividend for the Financial Year 2009-10 and unclaimed dividend (Final) for the Financial Year 2009-10 ended 31st March 2010 will become due for transfer to IE & PF on 16th December 2016 and 17th August 2017, respectively.
   (c) Members who have not claimed their dividend for the Financial Years 2009-10 onwards may send their unclaimed dividend warrants to the Company Secretary for revalidation at the address given at Point No. 7 above.
9. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, individual Members holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the shares of the Company shall vest in the event of death of the sole/ all joint Members. Members holding shares in physical form, may send their nomination in the prescribed Form SH-13, duly filled in, to the Secretarial Department at the address mentioned above. Members holding shares in dematerialized form are requested to contact their Depository Participant for recording their nomination.
10. **Dematerialisation of Shares and Liquidity:** Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE786A01032.
11. Members are requested to quote their Folio No./ DP ID -Client ID and details of shares held in physical/demat mode, e-mail IDs and Telephone/Fax Nos. for prompt reply to their communications.
12. This Notice contains Route Map of the AGM Venue which is given on the reverse of this page.

Green Initiative in Corporate Governance: Register E-mail Address

The Ministry of Corporate Affairs has permitted companies to send various notices/ documents under the Companies Act, 1956, to its Members, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialised mode, with their Depository Participants; and (2) physical mode with MCS Share Transfer Agent Ltd. (RTA). Please quote the following particulars in the E-mail Registration Request : Folio No./ DP ID- Client ID, PAN, Name(s) of Registered Holder(s), Address, Telephone and E-mail Address (to be registered for sending future communications through E-mail) and send the same under your signature(s).

Further, pursuant to Section 101 of the Companies Act, 2013 and the Rules made thereunder also, the Company may follow above mode.

Route Map to AGM Venue



CIN: L74999RJ1938PLC019511
Regd. Office: Jaykaypuram-307 019, Basantgarh, Dist. Sirohi, Rajasthan
Email: bkdaga@jkmail.com, Website: www.jklakshmi.com

ADMISSION SLIP

Folio No. / DP ID - Client ID #	
No. of Equity Shares held	

I hereby record my presence at the 76th Annual General Meeting of the Company being held at Jaykaypuram-307 019, Basantgarh, Distt. Sirohi, Rajasthan on **Wednesday, the 7th September 2016** at **12.00 Noon**

Name of the Members (in block letter)
Name of Proxy / Authorised Representative attending* (in block letter)

* Strike out whichever is not applicable
\# Applicable for Members holding shares in dematerialised form.

Signature of the attending Members/Proxy/Authorised Representative*

Note: Please produce this Admission Slip duly filled and signed at the entrance of the meeting hall. Members intending to appoint a proxy may use the Proxy Form given below.

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PROXY FORM

CIN: L74999RJ1938PLC019511
Regd. Office: Jaykaypuram-307 019, Basantgarh, Dist. Sirohi Rajasthan
Email: bkdaga@jkmail.com, Website: www.jklakshmi.com

Name of the Member(s) :
Registered address :
E-mail Id:
Folio No./ Client ID:
DP ID:

I/We, being the member (s) of..... shares of the above named Company, hereby appoint
Name : ..... Email : .....
Address:.....
..... Signature_____

or failing him/her

Name : ..... Email : .....
Address:.....
..... Signature_____

or failing him/her

Name : ..... Email : .....
Address:.....
..... Signature_____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 76th Annual General Meeting of the Company, to be held on Wednesday, the 7th September 2016 at 12.00 Noon at Jaykaypuram-307 019, Basantgarh, Dist. Sirohi (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution
1	Consideration and adoption of the financial statements of the Company ((including consolidated financial statements) for the financial year ended 31st March 2016 and the Reports of the Board of Directors and Auditors thereon.
2	Declaration of dividend on Equity Shares
3	Re-appointment of Dr. Raghupati Singhania (DIN: 00036129), who retires by rotation.
4	Ratification of appointment of Statutory Auditors and their remuneration.
5	Ratification of remuneration of Cost Auditors
6	Payment of Minimum Remuneration to Shri Bharat Hari Singhania for FY 2015-16 and remaining tenure FY 2016-17
7	Payment of Minimum Remuneration to Smt. Vinita Singhania for FY 2015-16 and remaining tenure FY 2016-17
8	Payment of Minimum Remuneration to Shri Sushil Kumar Wali for FY 2015-16 and remaining tenure FY 2016-17
9	Payment of Minimum Remuneration to Dr. Shailendra Chouksey for FY 2015-16 and remaining tenure FY 2016-17
10	Authority for payment of Remuneration to Non-executive Directors
11	Re-appointment of Shri Bharat Hari Singhania as Managing Director
12	Re-appointment of Smt. Vinita Singhania as Managing Director
13	Re-appointment of Shri Sushil Kumar Wali as Whole-time Director
14	Re-appointment of Dr. Shailendra Chouksey as Whole-time Director
15	Authority to Directors for contribution to bonafide charitable and other funds

Signed this.....day of.....2016.

Signature of Members..... Signature of Proxy holder(s).....

Affix Revenue Stamp

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Jaykaypuram- 307019, Basantgarh, Dist. Sirohi, Rajasthan, not less than 48 hours before the commencement of the Meeting.