JK LAKSHMI CEMENT Ltd.

JKLC/SECTL/SE/17
11th August 2017

BSE Limited
DCS-Listing Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Security Code No. 500380

National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051
Symbol: JKLAKSHMI, Series EQ

Dear Sir(s),

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

1. Kindly refer to our letter of even number dated 17th May 2017 informing that the Board of Directors of the Company at its meeting held on 17th May 2017 had *inter alia* recommended payment of dividend of Rs.0.75 per Equity Share of Rs. 5 each (15%) for the Financial Year 2016-17 ended 31st March 2017 subject to approval thereof by the Members at the forthcoming Annual General Meeting.

2. We have to inform you that the 77th Annual General Meeting of the Company will be held on Thursday, the 7th September 2017 at the Registered Office of the Company:Jaykaypuram-307019, Basantgarh, Dist. Sirohi, Rajasthan (AGM). Share Transfer Books of the Company will be closed from 1st September 2017 to 7th September 2017 (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 2016-17 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 2017 as the "cut-off date" for the purpose of remote e-voting, for ascertaining the names of the Shareholders, holding shares 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 77th AGM of the Company.

Kindly take the above on record.

Thanking you and assuring you of our best cooperation at all times.

Yours faithfully
For JK Lakshmi Cement Ltd.

(B.K.Daga)
Sr. 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

Admn. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi 110 002; Phone: 33001142 / 33001112; Fax: 91-011-23722251/ 23722021;
E-Mail: jklc.customercare@jkmail.com; Website: www.jklakshmi.com, C I N L74999RJ1938PLC019511
Regd. & Works Office: Jaykaypuram, Distt. Sirohi, Rajasthan; Phone: 02971-244409/ 244410; Fax: 02971-244417; E-Mail: lakshmi_cement@lc.jkmail.com
Secretarial Deptt. : Gulab Bhawan (Rear Wing), 3rd Floor, 6-A, Bahadur Shah Zafar Marg, New Delhi-110 002
Phone: 30179860, 33001142, 33001112; Fax: 91-11-23739475, E-mail: bkdaga@jkmail.com

JK LAKSHMI CEMENT | JK LAKSHMIPLAST PLASTER OF PARIS | JK LAKSHMI READY MIX CONCRETE

JK LAKSHMI CEMENT LIMITED

(CIN: L74999RJ1938PLC019511)
Regd. Office: Jaykaypuram - 307 019
District Sirohi, Rajasthan
Administrative Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi -110 002
Email: jklc.investors@jkmail.com
Website: www.jklakshmicement.com, Phone: 91-11-30179860-861

NOTICE

NOTICE is hereby given that the **77th 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, Dist. Sirohi, Rajasthan, on **Thursday,** the **7th September 2017** at **12.30 P.M.** 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 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Smt. Vinita Singhania (DIN: 00042983), who retires by rotation and being eligible, has offered herself for re-appointment.
4. To appoint Auditors and fix their remuneration and in connection therewith to consider and if thought fit to pass, the following as an **Ordinary Resolution:**

   "RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.S.Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm Registration No. 000756N) be and are hereby appointed as Auditors of the Company for a term of three consecutive years to hold office from the conclusion of the 77th Annual General Meeting (AGM) till the conclusion of the 80th AGM to be held in the year 2020, subject to ratification of their appointment by the Members at every subsequent AGM to be held during its term, on a remuneration of ₹ 16 Lakh (Rupees Sixteen Lakh only) per annum, up to the conclusion of the next AGM excluding Service Tax/GST, as applicable, and reimbursement of traveling and other out-of-pocket expenses actually incurred by them in connection with the audit and the Board of Directors of the Company be and is hereby authorized to fix the remuneration for the remaining tenure of the Auditors."

   As Special Business

5. To consider and if thought fit to pass, the following as an **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 & Co., 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 2017-18 ending 31st March 2018, of ₹ 1.25 Lakh (Rupees One Lakh Twenty-five Thousand only) per annum, excluding Service Tax/GST, 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 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and also including any relevant provisions of the Companies Act, 1956 to the extent such provisions have not been superseded by the Companies Act, 2013 **("Companies Act")**, the provisions of the Memorandum and Articles of Association of the Company, and in accordance with any other applicable laws or regulations, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended **("SEBI ICDR Regulations")**, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended **("SEBI Debt Listing Regulations")**, the Securities and Exchange Board of India (Issue and Listing of Non-convertible Redeemable Preference Shares) Regulations, 2013, as amended **("SEBI Preference Shares Listing Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")**, the Listing Agreements entered into with the respective Stock Exchanges where the Equity Shares of the Company are listed **("Stock Exchanges")**, the provisions of the Foreign Exchange Management Act, 1999, as amended **("FEMA")**, and other rules and regulations made thereunder, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("GoI")**, from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by GoI, Reserve Bank of India **("RBI")**, the Securities and Exchange Board of India **("SEBI")**, the relevant Registrar of Companies **("RoC")**, the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), SEBI, RoC, RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee thereof), to create, offer, issue, and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted under applicable laws), either in India or in the course of international offering(s) in one or more foreign markets, Equity Shares of the Company with a face value of ₹ 5 (Rupees Five only) each **("Equity Shares")**, Preference Shares, whether or not convertible into Equity Shares **("Preference Shares")**, Global Depository Receipts **("GDRs")**, American Depository Receipts **("ADRs")**, Foreign Currency Convertible Bonds **("FCCBs")** and/or other financial instruments, fully or partly convertible, into or exchangeable for Equity Shares (including Warrants, or otherwise, in registered or bearer form), fully or partly convertible Debentures, Non-convertible Debentures with or without Warrants and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the **"Securities"**) or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, through public and/or private offerings and/or on preferential allotment basis, including without limitation through a Qualified Institutions Placement **("QIP")** in accordance with Chapter VIII of the SEBI ICDR Regulations, or any combination thereof or by issue of prospectus and/or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to Qualified Institutional Buyers (as defined in the SEBI ICDR Regulations) **("QIBs")** or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors (including foreign institutional investors), Indian and/or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are Members of the Company (collectively referred to as the **"Investors"**), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crore only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue.

   RESOLVED FURTHER that in case of issue of the Securities, which are convertible into or exchangeable with Equity Shares at a later date, the number and /or price of such Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

   RESOLVED FURTHER that if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as **"Eligible Securities"** within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (twelve) months from the date of approval of the Members of the Company by way of a Special Resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five per cent) or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations and the Eligible Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 (sixty) months from the date of allotment), and the aggregate of all QIPs made by the Company in the same Financial Year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous Financial Year.

RESOLVED FURTHER that in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time.

RESOLVED FURTHER that the Relevant Date for determination of the applicable price for issue of any other Securities shall be as per the regulations/guidelines prescribed by SEBI, the Ministry of Finance, RBI, GoI through their various departments, or any other Regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER that in pursuance of the aforesaid resolution:

(a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER that the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER that in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.

RESOLVED FURTHER that for the purpose of giving effect to the Resolution described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable laws (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act, 2013 in respect of any Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board, in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER that the Board be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER that subject to applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Directors or any other officer or officers of the Company to give effect to the aforesaid Resolution."

By Order of the Board

B.K. Daga
Vice President & Company Secretary

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

Date: 5th June 2017

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL 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 MEMBER.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), setting out the material facts concerning Item Nos. 5 & 6 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 such 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 office and the copies thereof at the Administrative Office 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 AGM 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 1st september 2017 to 7th september 2017 (both days inclusive)

6. The Dividend of ₹ 0.75 per Equity Share of ₹ 5 each (15%) 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 2017 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 2016-17, the Notice of the 77th 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. These Documents will also be available on the Company's website www.jklakshmicement.com. Physical copies of the aforesaid documents will be sent on request by any such Member.

8. Physical copy of the Annual Report for the Financial Year 2016-17, the Notice of the 77th 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. We request such Members to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

9. **Appointment of Director:**

   The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the Director seeking re-appointment under Item No. 3 of the Notice is given hereunder:

Name	**Smt. Vinita Singhania**
DIN	00042983
Age	65 Years
Qualification	Graduate
Expertise in Specific Functional Areas	Rich business experience in managing cement business
Date of Appointment on the Board	11th August 1989
Directorships held in other public companies (as per Section 165 of the Companies Act 2013 and excluding private and other companies)	(a) JK Paper Limited (b) Bengal & Assam Company Limited (c) HEG Limited (d) JKLC Employees Welfare Association Limited

Name	Smt. Vinita Singhania
Memberships/ Chairmanships of committees of other public companies [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]	Nil
Number of Equity Shares held in the Company	88,758
No. of Board Meetings attended during the Financial Year 2016-17	Four
Terms & conditions of re-appointment	The terms and conditions of re-appointment including remuneration of Smt. Singhania as Vice Chairman & Managing Director of the Company are as approved by the Members at the Annual General Meeting held on 7th September 2016
Details of remuneration	Please refer Corporate Governance Report
Remuneration proposed to be paid	As per the existing terms & conditions
Relationships with other Directors /KMP	Nil

10. Remote e-voting procedure:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members, facility to exercise their right to vote at the 77th AGM by electronic means and the business may be transacted through remote e-voting (e-voting) services provided by Central Depository Services (India) Limited (CDSL). 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 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 Monday, 4th September 2017 (10:00 A.M.) and ends on Wednesday, 6th September 2017 (5:00 P.M.) During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 31st August 2017 i.e. cut-off date, 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 shall not be entitled to vote at the AGM.

(iii) 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) Members 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) For first time users 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 • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital letters followed by 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 sequence number and after the first two characters of the name in Capital letters. Eg. If your name is Ramesh Kumar and sequence number is 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 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 a Demat account holder has forgotten the changed login 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. 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 may follow the same instructions as mentioned above for 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 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 (Certificate of Practice No. -12094) of M/s. Ronak Jhuthawat & Co., Company Secretary in practice, as Scrutinizer to scrutinize the voting (at AGM venue) and 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 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.

11. 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 and who has not cast vote by 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.

12. 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 www.evotingindia.com and shall simultaneously be forwarded to the Stock Exchanges. The result of the voting will also be displayed at the notice board at the Registered and the Administrative office.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

Item No. 5

The Board at its meeting held on 17th May 2017, 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 2017-18 commencing 1st April 2017 at a remuneration as mentioned in the Resolution.

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 No. 6

Pursuant to the relevant provisions of the Companies Act, including without limitation, Section 62 of the Companies Act 2013, any offer or issue of securities in the Company to persons other than Members of the Company requires prior approval of the Members by way of Special Resolution.

In view of the changed Market scenario, prevailing Interest Rate regime & likely Interest Rate scenario in foreseeable future, it is considered necessary to provide greater flexibility to the Board of Directors for restructuring the borrowings of the Company in an optimal manner. Accordingly, it is proposed to take omnibus approval of Members of the Company authorising the Board to raise funds as it may deem appropriate from time to time, through an issuance of any one or more types of securities for an aggregate amount not exceeding Rs. 500 Crore or its equivalent in any foreign currency, in one or more tranches, as stated in the resolution, based on capital market conditions and other relevant factors and where necessary in consultation with the financial advisors. This is an enabling Resolution and the Company may issue new Securities, subject to applicable laws and necessary compliances as mentioned in the Resolution.

The proposed issue will not result in any major change in the Company's Financial Leverage, as some of the existing borrowings may be replaced with new securities to minimize the cost of borrowings. The proceeds may also be used for other miscellaneous business purposes, including but not limited to meet the ongoing capital expenditure, working capital requirements of the Company and/or its subsidiaries, affiliates including investment in subsidiaries, affiliates, repayment of debt and other general corporate purposes.

This Special Resolution, among other things, seeks to enable the Board of Directors (including any duly authorised Committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") for the purposes mentioned above, without the need for fresh approval from the Members .

Basis or Justification of Price: The pricing of the Securities to be issued to Qualified Institutional Buyers shall be determined by the Board in accordance with the regulations on pricing of securities under Chapter VIII of the SEBI ICDR Regulations. The "Relevant Date" for this purpose, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue, and in case of convertible securities, either the date of the meeting in which the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided under Chapter VIII of the SEBI ICDR Regulations. The resolution enables the Board of Directors to, in accordance with applicable laws, offer a discount of not more than 5% (five per cent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit. The Company with this resolution intends to retain the right and flexibility to issue securities as specified in the resolution including but not limited to non-convertible debentures, GDRs, ADRs, FCCBs and Equity Shares.

The detailed terms and conditions for the issue/offer will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed issue/offer and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable laws. The Equity Shares allotted or arising out of conversion of any Securities will be listed and traded on stock exchanges where Equity Shares of the Company are currently listed ("Stock Exchanges"), subject to obtaining necessary approvals. The offer/issue/allotment/conversion/ redemption of Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the Regulations, as amended.

The resolution is accordingly recommended for approval of the Members by way of a Special Resolution, in the best interest of the Company and shall remain valid for a period of 12 months from the date of its passing at the AGM.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

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

Date: 5th June 2017

By Order of the Board

B.K. Daga
Vice President & Company Secretary

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 printed on the envelope 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 holding any shares in demat may approach depository participant for registration of change in their addresses, bank mandates, nominations, etc.
4. Any person 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 Company / 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 on 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 along with MICR/NECS details.
7. Investor Grievances can be lodged electronically online with the RTA. Please log on to **www.mcsregistrars.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.
8. **Unclaimed Dividends- Transfer to Investor Education and Protection Fund**

(a) Pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the unclaimed dividend will be transferred to the Investor Education and Protection Fund (IE & PF) on expiry of 7 years from the date of transfer of such dividend to unpaid Dividend Account of the Company.

(b) The unclaimed Dividend (Final) for the Financial Year 2009-10 ended 31st March 2010 will become due for transfer to IE & PF on 17th August 2017 and unclaimed Dividend for the Financial Year 2010-11 will become due for transfer to IE & PF on 15th August 2018.

(c) Members who have not claimed their dividend for the Financial Year 2009-10 and for subsequent years may send their unclaimed dividend warrants to the Company Secretary for revalidation at the address given at Point No. 7 above.

(d) As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. The Company has therefore, sent notice to all the Members whose dividends are lying unclaimed against their name for seven consecutive years or more to claim the same at the earliest.

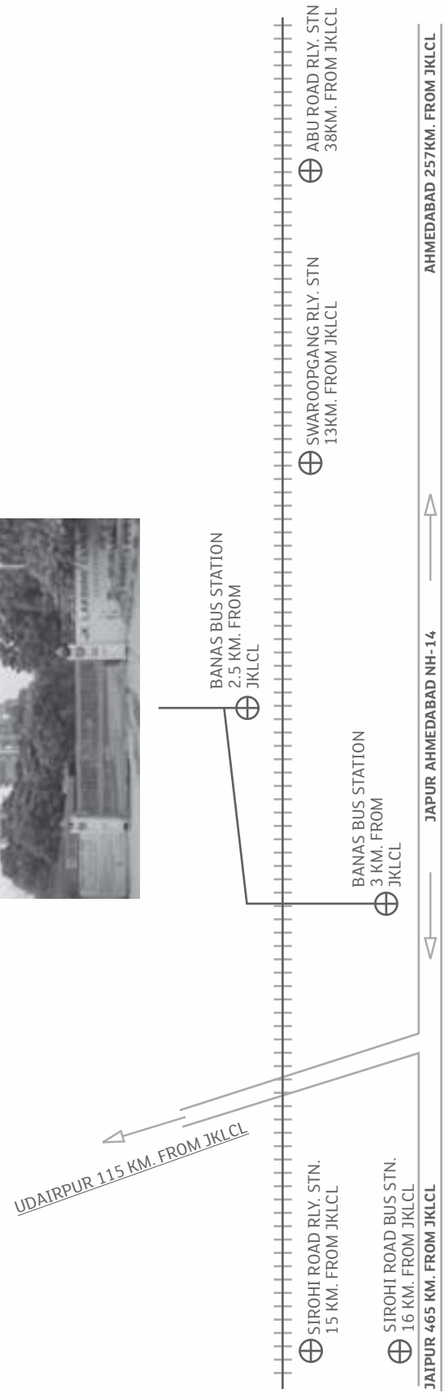
9. **Nomination:** Pursuant to Section 72 of the Act, individual Members holding shares in the Company in single name or joint names may nominate an individual to whom all the rights in the shares of the Company shall vest in the event of death of the sole/ all joint Holders. Members holding shares in 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 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, the Company may follow above mode.

Route Map to AGM Venue



JK LAKSHMI CEMENT Ltd.

CIN: L74999RJ1938PLC019511
Regd. Office: Jaykaypuram-307 019, Dist. Sirohi, Rajasthan
Email: jklc.investors@jkmail.com | Website: www.jklakshmicement.com | Ph No.: 91-11-30179860-861

(Sequence Number)

ADMISSION SLIP

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

I hereby record my presence at the 77th Annual General Meeting of the Company being held at Jaykaypuram-307 019, Dist. Sirohi, Rajasthan on **Thursday,** the **7th September 2017** at **12.30 P.M.**

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 Member/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]

JK LAKSHMI CEMENT Ltd.

PROXY FORM

CIN: L74999RJ1938PLC019511
Regd. Office: Jaykaypuram-307 019, Dist. Sirohi, Rajasthan
Email: jklc.investors@jkmail.com | Website: www.jklakshmicement.com | Ph No.: 91-11-30179860-861

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 77th Annual General Meeting of the Company, to be held on Thursday, the 7th September 2017 at 12.30 P.M. at Jaykaypuram-307 019, 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 2017 and the Reports of the Board of Directors and Auditors thereon.
2	Declaration of Dividend.
3	Re-appointment of Smt. Vinita Singhania (DIN: 00042983), who retires by rotation.
4	Appointment of Auditors and their remuneration.
5	Ratification of remuneration of Cost Auditors.
6	Issue of Securities of upto Rs. 500 Crore.

Signed this day of 2017.

Affix Revenue Stamp

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

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