



(CIN: L74999RJ1938PLC019511)

Regd. Office: Jaykaypuram, Basantgarh, District Sirohi, Rajasthan - 307019
Corporate Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi -110 002
Email: bkdaga@jkmil.com, Website: www.jklakshmicement.com
Phone: 91-11-30179860-861

Postal Ballot Notice

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings (SS-2) and any other applicable laws and regulations, the resolution appended below is proposed to be passed by the Members as Special Resolution by way of postal ballot / electronic voting (e-voting).

The proposed resolution along with the explanatory statement setting out the material facts thereto and a Postal Ballot Form are appended below for your consideration and voting.

The Board of Directors of the Company has appointed Shri Namu Narain Agarwal (Membership No. F234), Company Secretary in practice, as the Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and on the Postal Ballot Form (appended hereto) and follow the same for voting. Members opting to vote through physical mode i.e., dispatching the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed on the Form enclosed herewith and return the same duly completed and signed in the enclosed self-addressed pre-paid business reply envelope, so as to reach the Scrutinizer by 5.00 p.m. on or before 15th December 2016, being the last date for receipt of Postal Ballot Forms. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

Special Business

1. Issue of Non-Convertible Debentures on Private Placement basis

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, including any amendment, modification or re-enactment thereof, and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members 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 of the Board) to constitute, offer, issue and allot Non-Convertible Debentures of upto Rs. 500 crore, on private placement basis, in one or more tranches and series (hereinafter referred to as the "NCDs"), during a period of one year from the date of passing of this resolution, to the eligible investors, subject to requisite credit rating and other applicable requirements, from time to time.

RESOLVED FURTHER that the Board be and is hereby authorised to determine issue price, tenor, interest rate, number of NCDs to be issued / offered in each tranche and the class of investors, listings and other terms & conditions of the NCDs, as may be deemed necessary or expedient in the best interest of the Company, without requiring any further recourse to and/or approval of the Members, to appoint Debenture Trustee(s), RTA and other intermediaries and to settle any question or difficulties and to do all acts, deeds and things in connection therewith and incidental thereto to give effect to this resolution."

By Order of the Board

Date : 26th October 2016
Place : New Delhi

B.K. Daga
Vice President &
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Statements of beneficial owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Friday i.e., 28th October 2016 (Record Date). Any person who is not a Member as on the said record date should treat this Notice for information purposes only.
3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Notice of Postal Ballot along with the Postal Ballot Form through other permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.jklakshmicement.com and on the website of CDSL i.e. www.cdslindia.com.
5. Members who have been sent this Notice electronically and who do not wish to avail e-voting facility organized by the Company through CDSL, may send a request to MCS Share Transfer Agent Ltd., the Registrar & Share Transfer Agent of the Company, at the email id- admin@mcsregistrars.com, for obtaining the Postal Ballot Notice and Postal Ballot Form in physical. Member, holding shares as on the said record date, who have not received postal ballot notice and form may apply to the Registrar Share Transfer Agent of the Company and obtain duplicate copies thereof.
6. Voting rights of the Members shall be in proportion to the equity shares held by them of the paid up equity share capital of the Company as on the record date.
7. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
8. The Scrutinizer’s decision on the validity of a Postal Ballot/E-voting will be final.
9. All the documents referred to in this Notice shall be available for inspection by the Members at the Registered / Corporate Office of the Company on any working day between 2.00 P.M. to 4.00 P.M .
10. In compliance with the provisions of Section 108 of the Act read with relevant rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “Remote e-voting procedure”. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall be treated as invalid.
11. The Scrutinizer shall; after scrutinizing the Ballot Forms and after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company; make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, by 16th December 2016 before 5.00 P.M to the Chairman or any other Director of the Company as authorized by the Board, who shall countersign the same. The results of the Postal Ballot will be announced by the Chairman of the Company or any other Director authorized by the Chairman on or before Friday, 16th December 2016 by 5.00 p.m. at the Corporate Office of the Company and shall also be displayed on the Notice Board of the Company’s Registered Office as well as Corporate Office. The results declared along with the Scrutinizer’s Report shall also be placed on the Company’s website www.jklakshmicement.com and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the Stock Exchanges.
12. Remote e-voting procedure:

The e-voting period begins on 16th November 2016 (10.00 A.M.) and ends on 15th December 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 record date i.e., 28th October 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

- (i) The Members should log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on “Shareholders/Members” tab.
- (iii) 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.
- (iv) Next enter the character displayed on the image verification and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 pasted on the envelope of this Notice. • 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)	<p>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.</p> <p>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(iii).</p>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN relevant for JK Lakshmi Cement Limited.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.

(xvii) 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.

(xviii) 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.

(xix) 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.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

At the Annual General Meeting of the Company held on 26th September 2015, the Members gave their consent by means of Special Resolutions pursuant to Sections 42 and 71 of the Companies Act 2013 ("the Act"), authorising the Board of Directors to issue Non-Convertible Debentures of upto Rs. 1000 crores ("NCDs") on private placement basis, in one or more tranches inter alia for refinancing the existing high cost loans. The said resolution was valid for a period of 12 months for all the offers / invitations in respect of such issue of the said NCDs during the year. However, no such NCDs were issued pursuant to the said approval.

The Board of Directors of the Company at its Meeting held on 26th October 2016, has approved issue of NCDs aggregating up to Rs. 500 crores, in one or more tranches, on private placement basis inter alia to augment the long term resources of Company to meet capital expenditure and to replace the existing long term loans of the Company etc.

As per Sections 42 and 71 of the Act read with the Rules made thereunder, a company offering or making an invitation to subscribe to NCDs on private placement basis is required to obtain prior approval of the Shareholders by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and/or invitations made for such issue of NCDs for a period of one year from the date of passing of such resolution.

The resolution is accordingly recommended for approval of the Members, in the best interest of the Company. 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.

By Order of the Board

Date : 26th October 2016
Place : New Delhi

B.K. Daga
Vice President &
Company Secretary



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POSTAL BALLOT FORM

1. Name and Registered Address of the
Sole/First named Shareholder :

2. Name(s) of the Joint Holders, if any :

3. Registered Folio No. /DPID No. /Client ID No.* :
(*Applicable to shareholders holding
shares in dematerialised form)

4. No. of Equity Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 26th October 2016, by sending my/our assent or dissent to the said resolution by placing a tick (√) mark at the appropriate box below:

Item No.	Description of the Resolution	No. of Equity Shares for which vote cast	I/We Assent to the Resolution (For)	I/We Dissent to the Resolution (Against)
1.	Special Resolution for issuance of Secured Redeemable Non-Convertible Debentures by way of Private Placement for an amount not exceeding ₹ 500 crores, subject to the overall borrowing limits of ₹3,000 crores			

Signature of the Shareholder

Place:

Date :

NOTES:

1. Please read carefully the instructions printed overleaf before exercising the vote.
2. Last Date for receipt of Postal Ballot Form by the Scrutinizer is Thursday, 15th December 2016 by 5.00 P.M.

INSTRUCTIONS FOR VOTING IN PHYSICAL MODE

1. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed pre-paid business reply envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted.
2. The Postal Ballot Form should be duly completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company /RTA.
3. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation giving requisite authority to the person voting on the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint holders.
5. The right of voting by Postal Ballot will not be exercised by a Proxy.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected and any form mutilated or defaced in such a way that its identity as a genuine form cannot be established shall also not be accepted.
7. A Member need not use all the votes nor need to cast all the votes in the same way.
8. Member shall not make any amendment to the Resolution or impose any condition while exercising his vote.
9. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Thursday, 15th December 2016 by 5.00 p.m. Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
10. Member(s) are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed pre-paid business reply envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.