

## JK LAKSHMI CEMENT LIMITED

(CIN: L74999RJ1938PLC019511)

Regd. Office: Jaykaypuram, Basantgarh, District Sirohi, Rajasthan- 307 019  
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, Fax: 91-11-23739475

### NOTICE

NOTICE is hereby given that the **75<sup>th</sup> 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 **Saturday, the 26<sup>th</sup> September 2015 at 11.00 A.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 31<sup>st</sup> March 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Sushil Kumar Wali (DIN: 00044890), 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 of the Members passed at the 74<sup>th</sup> 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 2016, be and is hereby ratified on a remuneration of Rs. 14 lacs (Rupees Fourteen lacs only) p.a. 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 2015-16 ending 31<sup>st</sup> March 2016, of Rs. 1,00,000/- (Rupees One Lac only) p.a. 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 without prejudice to the generality of the Resolution passed by the Company at the Annual General Meeting held on 4<sup>th</sup> September 2014, pursuant to Section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors of the Company

including a Committee thereof (hereinafter referred to as “the Board”) to create mortgage and/or charge on all the immovable and movable properties, present and future, as may be deemed necessary and expedient to secure any financial assistance to the Company by any lenders and/or Debenture Trustees etc., upto Rs. 3,000 crores in the aggregate, consent of the Company be and is hereby accorded pursuant to Sections 186, 180(1)(a) and 188 and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification or re-enactment thereof and relevant Rules made thereunder and any other approvals as may be required for the purpose, including under the SEBI Regulations and Guidelines, to the Board to create mortgage and/or charge by way of first pari passu charge on the Company’s immovable and movable Fixed Assets situated at Jaykaypuram, District Sirohi, Rajasthan and second charge on current assets, both present and future, to or in favour of the Debenture Trustee of the Non-Convertible Debentures (NCDs) of upto Rs. 475 crores issued/being issued by Hansdeep Industries & Trading Company Limited (HITCL), in one or more tranches, proceeds whereof will be onlent by HITCL to Udaipur Cement Works Ltd. (UCWL), of such amount or amounts not exceeding Rs. 475 crores (Rupees Four Hundred and Seventy Five crores only) in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the Company to the Debenture holders and/or Trustees.

RESOLVED FURTHER that the Board be and is hereby authorized to finalize the terms and conditions and the documents for creating mortgage(s) and/or charge(s) as aforesaid, as may be considered necessary or expedient in the best interest of the Company and to settle any question or difficulties in the matter and to do all acts, deeds and things as they deem necessary and/or expedient in connection therewith and incidental thereto without requiring any further approval of the Members of the Company.”

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

“RESOLVED that pursuant to Section 42 and Section 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, as amended from time to time, the provisions of the Memorandum & Articles of Association of the Company, the Listing Agreement to be entered into by the Company with the Stock Exchanges and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, including applicable circulars, guidelines and notifications issued from time to time by the Securities and Exchange Board of India (“SEBI”), consent of the Company be and is hereby accorded to constitute and issue Secured, Rated, Listed, Redeemable Non-Convertible Debentures not exceeding in the aggregate a sum of Rs. 1000 Crores (Rupees One Thousand Crores only) in one or more tranches and series, (hereinafter referred to as the (“NCDs”) on Private Placement basis to the eligible investors subject to requisite Credit Rating and other applicable requirements under the Act and relevant Laws, Regulations or Guidelines including Depositories Regulations, SEBI Regulations/ Guidelines and the Listing Agreement and subject to such approval(s) as may be required, from time to time.

RESOLVED FURTHER that the Board be and is hereby authorized to determine the terms and conditions of the Issue, including the number of debentures to be allotted in each tranche, issue price, tenor, interest rate, the class of investors to whom the debentures are to be allotted, listing, issuing any declaration / undertaking etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force and to settle any question or difficulties that may arise in the matter of the said issue of NCDs as

may be considered necessary or expedient in the best interest of the Company, without requiring any further approval of the Members and to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto including any modification in the terms and conditions of the aforesaid issue.”

**By Order of the Board**

**Regd. Office:**

Jaykaypuram-307 019  
Basantgarh, Dist. Sirohi (Rajasthan),  
Phone: 91-11-30179860-861  
Fax: 91-11-23739475  
Email: bkdaga@jkm.com  
CIN: L74999RJ1938PLC019511  
Website: www.jklakshmicement.com  
Date: 11<sup>th</sup> August 2015

**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 7 of the Notice, is annexed hereto.
3. 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 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 Annual General Meeting and also at the venue of the meeting.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September 2015 to 26<sup>th</sup> September 2015 (both days inclusive).
5. The Dividend of Rs. 2 per Equity Share of Rs. 5 each (40%) as recommended by the Board of Directors, if declared at the Annual General Meeting (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 26<sup>th</sup> September 2015 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.
6. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2014-15, the Notice of the 75<sup>th</sup> AGM of the Company along with Admission Slip and Proxy Form are being sent to all the Members whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.
7. Physical copy of the Annual Report for 2014-15, the Notice of the 75<sup>th</sup> 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 2014-15 and the Notice of the 75<sup>th</sup> AGM will also be available on the Company's website [www.jklakshmicement.com](http://www.jklakshmicement.com)
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

## 9. Appointment of Director

Brief resume of the Director proposed to be re-appointed (item Nos. 3) of the Notice is given hereunder:

<b>Name</b>	<b>Shri Sushil Kumar Wali</b>
DIN No.:	00044890
Age	64 Years
Qualification	B.E. (Hons) in Chemical Engineering
Expertise in Specific Functional Areas	General Management
Date of Appointment on the Board	20 <sup>th</sup> July 2002
Directorships held in other public companies (as per Section 165 of the Companies Act 2013)	JKLC Employees' Welfare Association Ltd.
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
Number of shares held in the Company	NIL

## 10. Remote e-voting procedure:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant Rules thereunder and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide members, facility to exercise their right to vote at the 75<sup>th</sup> 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 23<sup>rd</sup> September 2015 (10:00 A.M.) and ends on 25<sup>th</sup> September 2015 (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 21<sup>st</sup> September 2015, 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](http://www.evotingindia.com) during the voting period.
- (iv) Click on "Members" tab.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 number of Equity Share(s) of the Company held by them as on the cut-off date in the PAN field. In case the number of Equity Share(s) held are less than eight digits, enter the applicable number of "0" after the first two letters of name and before the number of Equity Shares held as on the cut-off date. For example: If your name is RAMESH KUMAR and number of Equity Shares held as on cut-off date are 250, then enter RA00000250 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 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) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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. 21<sup>st</sup> September 2015 may follow the same instruction as mentioned above for remote e-voting.
- (xxi) 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](http://www.evotingindia.com), under help section. The contact details of official responsible to address grievances connected with remote e-voting are Shri Wenceslaus Furtado, 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](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) The voting rights of shareholders 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. 21<sup>st</sup> September 2015 and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.
- (xxiii) 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 remote e-voting process in a fair and transparent manner.
- (xxiv) 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 3 days 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 i.e., 21<sup>st</sup> September 2015 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.
12. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website [www.jklakshmicement.com](http://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 11<sup>th</sup> August 2015, 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 commencing 1st April 2015 at a remuneration of Rupees 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 No. 6**

Your Company is presently implementing the Revival & Rehabilitation of Udaipur Cement Works Limited, a Listed Subsidiary of the Company ("UCWL"), which was sanctioned by BIFR in January, 2012. Due to the proposed increase in the Kiln capacity from 3000 Tonnes to 3750 Tonnes and installation of the State of Art Equipments etc. for achieving low cost of production and other efficiency parameters, the cost of the Revival & Rehabilitation of UCWL as estimated in 2007, has escalated to Rs. 700 Crores. UCWL being under BIFR purview, is not able to raise funds inter alia for meeting its requirements of capital expenditure, upgradation and modernization of equipments, payment of the Trade Payables etc. Hansdeep Industries & Trading Company Limited, a wholly owned Subsidiary of the Company ("HITCL") has on the request of UCWL agreed to provide financial assistance to UCWL by way of inter corporate loans which would be raised by HITCL through issue of Non Convertible Debentures (NCDs) of upto Rs. 475 crores in one or more tranches, on private placement basis, for onward lending to UCWL as may be required.

With a view to provide comfort and to support the obligations of HITCL, the Company has given corporate guarantee of upto Rs. 475 crores in favour of the eligible lenders of HITCL and the Debenture Trustees in respect of the NCDs being issued by HITCL. Further, as required by the Lenders of HITCL, the Company may also be required to create charge over its specified immovable assets and movable fixed assets at Jaykaypuram, Sirohi, Rajasthan in favour of the said Debenture Trustees, in the event of UCWL not been able to create an adequate security on its assets in favour of the said Debenture Trustees within 180 days from the date of issue of NCDs by HITCL. In such a case, the said charge would be vacated as soon as the security is created by UCWL in their favour on its exit from BIFR. It may be mentioned that UCWL's Net Worth has turned positive based on its Financial Statements for the financial year 2014-15 ended 31<sup>st</sup> March 2015.

The resolution is accordingly, recommended for approval of the Members by means of Special Resolution under the provisions of the Companies Act, 2013.

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 and they do not hold any shares in HITCL. Further, the Promoters of the Company do not hold any shares in HITCL.

**Item No. 7**

The Board of Directors of the Company at its Meeting held on 11<sup>th</sup> August 2015, approved issue of Non-Convertible Debentures ("NCDs") of up to Rs. 1000 crores, in one or more tranches, on private placement basis, *inter alia* for substituting Rs. 100 crores NCDs already redeemed by the Company in February 2014 & February 2015 and the remaining Rs. 900 Crores to refinance the existing high cost loans borrowed by the Company, from time to time, to meet its various Project funding requirements.

Pursuant to Section 42 and 71 of the Companies Act, 2013 read with Rules made thereunder, the Company is required to obtain prior approval of its Members by means of a Special Resolution for issue of such NCDs on private placement basis.

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.

**Regd. Office:**

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Basantgarh, Dist. Sirohi (Rajasthan)  
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Fax: 91-11-23739475  
Email: bkdaga@jkm.com  
CIN: L74999RJ1938PLC019511  
Website: [www.jklakshmicement.com](http://www.jklakshmicement.com)  
Date: 11<sup>th</sup> August 2015

**By Order of the Board**

**B.K. Daga**  
Vice President &  
Company Secretary

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## 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. Transferee(s) seeking transfer of shares in physical form should furnish copy of their PAN card 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 Circular CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March 2013 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](http://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 Gulab Bhawan (Rear Block), 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002 or E-mail: [bkdaga@jksmail.com](mailto:bkdaga@jksmail.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 Interim Dividend for the financial year 2007-08 which becomes due for transfer to the IE & PF on 3<sup>rd</sup> March 2015 and unclaimed Dividend (Final) for the financial year ended 31<sup>st</sup> March 2008 which becomes due for transfer to IE & PF on 29<sup>th</sup> August 2015 have been deposited in the month of February 2015 and August 2015 respectively. Unclaimed Dividend for the financial year ended 31<sup>st</sup> March 2009 will become due for transfer to IE & PF on 29<sup>th</sup> August 2016.
  - c. Members who have not claimed their dividend for the financial years 2008-09 onwards may send their unclaimed dividend warrants to the Company Secretary for revalidation at the address given at Point No. 7 above.



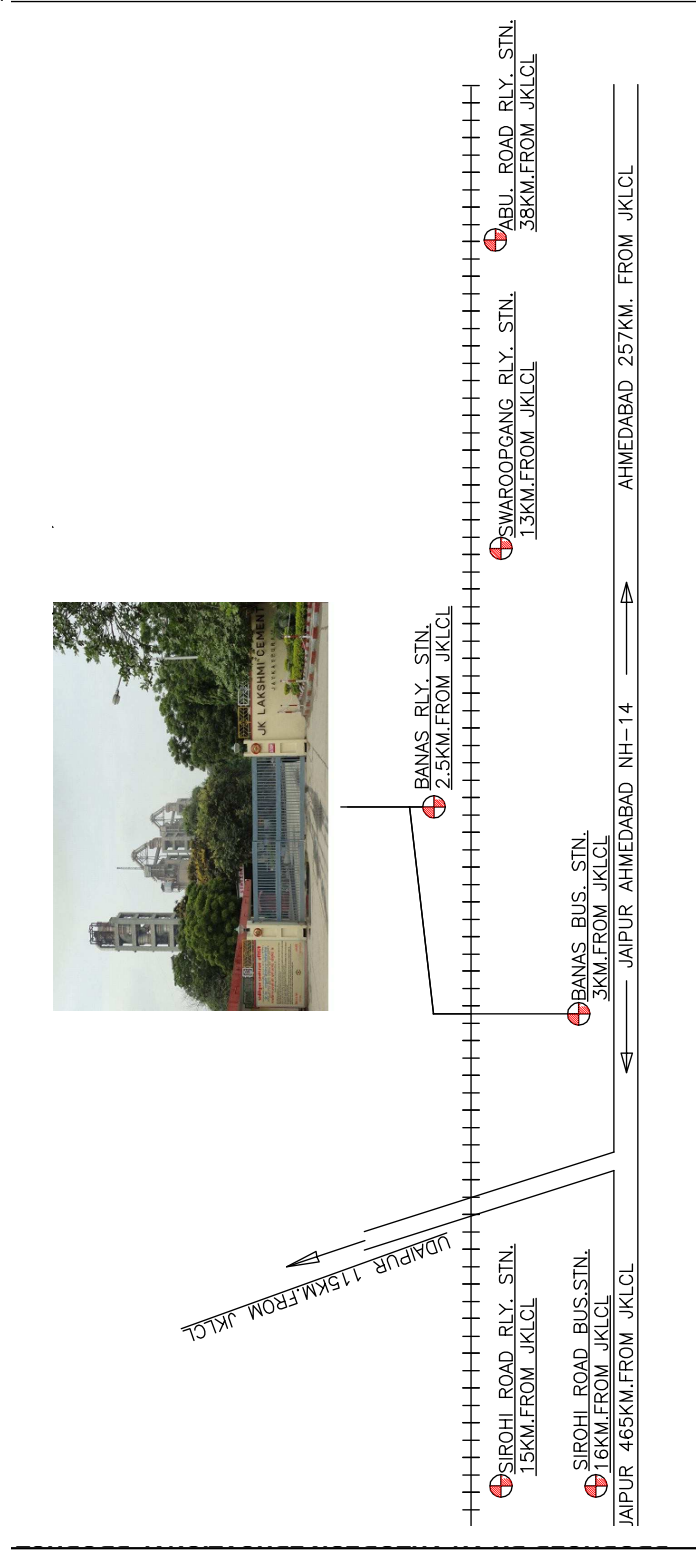
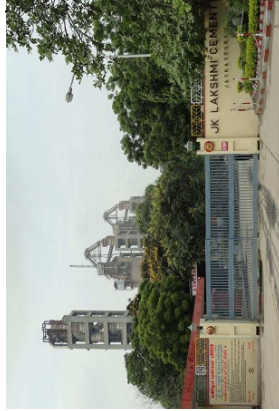
9. **Nomination:** Pursuant to Section 72 of the Companies Act 2013, individual Members holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the shares of the Company shall vest in the event of death of the sole/ all joint Members. Member holding shares 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

E-mail: bkdaga@jksmail.com; Website: www.jklakshmi.com

ADMISSION SLIP

Table with 2 columns: Folio No./ DP ID - Client ID #, No. of Equity Shares held

I hereby record my presence at the 75th Annual General Meeting of the Company being held at Jaykaypuram-307 019, Basantgarh, Distt. Sirohi, Rajasthan on Saturday, the 26th September, 2015 at 11.00 A.M.

Form with 2 rows: Name of the Member (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]



CIN: L74999RJ1938PLC019511

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

E-mail: bkdaga@jksmail.com; Website: www.jklakshmi.com

PROXY FORM

Form with 5 rows: 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 75th Annual General Meeting of the Company, to be held on Saturday, the 26th September 2015 at 11.00 a.m. 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 31 <sup>st</sup> March 2015 and the Reports of the Board of Directors and Auditors thereon.
2	Declaration of dividend on Equity Shares.
3	Re-appoint of Shri Sushil Kumar Wali (DIN: 00044890), who retires by rotation.
4	Ratification of appointment of Statutory Auditors and their remuneration.
5	Ratification of remuneration of Cost Auditors
6	Authorisation to the Board of Directors to provide security by way of creation of mortgage and/or charge on the immovable and movable properties of the Company to support the obligations in respect of upto 4,750 NCDs aggregating up to Rs. 475 crores issued/to be issued by Hansdeep Industries & Trading Company Limited.
7	Authorisation to the Board of Directors to issue Non-Convertible Debentures (“NCDs”) upto Rs. 1,000 crores on private placement basis, in one or more tranches/series.

Signed this ..... day of ..... 2015.

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

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.

Affix  
Revenue  
Stamp