



CIN: L74999RJ1938PLC019511

Registered Office: Jaykaypuram, Basantgarh, District Sirohi, Rajasthan-307019

Secretarial Office: Gulab Bhawan, 3rd Floor (Rear Block), 6A, Bahadur Shah Zafar Marg, New Delhi-110002

Tel. No.: +91-011-68201862; Fax No.: 02971-244417

E-mail: jklc.investors@jklmail.com; Website: www.jklakshmicement.com

Dear Sir / Madam,

Subject: Letter regarding notice for convening the meeting of the equity shareholders of JK Lakshmi Cement Limited

You are hereby informed that by an Order dated January 28, 2025 read with Order dated February 04, 2025 passed in the Company Scheme Application CA (CAA) No. 01/230-232/JPR/2025 (collectively referred as the “**Order**”), the Hon’ble National Company Law Tribunal, Jaipur Bench (“**NCLT**”), has directed that a meeting of the equity shareholders of the Applicant Company 1 be convened for the purpose of considering, and if thought fit, approving with or without modification, the amalgamation and arrangement embodied in the Scheme of Amalgamation and Arrangement between JK Lakshmi Cement Limited (“**Amalgamated Company**” / “**Company**” / “**Applicant Company 1**”), Udaipur Cement Works Limited (“**Applicant Company 2**” / “**Amalgamating Company 1**”), Hansdeep Industries & Trading Company Limited (“**Applicant Company 3**” / “**Amalgamating Company 2**”), Hidrive Developers and Industries Limited (“**Applicant Company 4**” / “**Amalgamating Company 3**”) and their respective shareholders and creditors (“**Scheme**”) pursuant to the provisions of sections 230- 232 of the Companies Act, 2013 (“**2013 Act**”) and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Amalgamation Rules**”), the National Company Law Tribunal Rules, 2016 and other applicable provisions of the 2013 Act, if any, read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the Income Tax Act, as applicable and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023 and/or any other circulars issued by SEBI applicable to schemes of arrangement from time to time and various other matters consequential or integrally connected therewith under applicable laws, in connection with the proposed Scheme.

The Board of Directors of the Company at their meeting held on July 31, 2024, have approved the Scheme, subject to the approval of requisite majority of shareholders of the Company as may be required, and subject to the sanction of the NCLT and such other authorities as may be necessary.

In pursuance of the Order of the NCLT and as directed therein further, it is hereby informed that a meeting of the equity shareholders of the Applicant Company 1 will be held on Friday, March 28, 2025 at 1:30 P.M. (IST) through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”) (“**Meeting**”) in compliance with the applicable provisions of the 2013 Act and General Circulars No. 14/2020 dated April 08, 2020; No. 20/2020 dated May 05, 2020 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India, read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by SEBI and the equity shareholders of the Company are requested to attend the Meeting. The links to join the Meeting through VC/OAVM may be accessed through <https://www.cdslindia.com/> [for individual shareholders holding shares with Central Depository Services (India) Ltd. (“**CDSL**”)], <https://www.evoting.nsdl.com/> (for individual shareholders holding shares with National Securities Depository Ltd.) and <https://www.evotingindia.com/> (for all other types of shareholders). Further, you may also refer the detailed instructions for joining the Meeting and manner of casting vote through remote e-voting or e-voting during the Meeting as given in the notes to the notice of the Meeting.

The notice of the Meeting along with its explanatory statement and all relevant annexures thereto are available on the website of the Company at <https://www.jklakshmicement.com/> and weblink to access the same is <https://www.jklakshmicement.com/scheme-of-arrangement/>. The aforesaid notice of the Meeting may also be available on the website of the BSE Limited at <https://www.bseindia.com/> and National Stock Exchange of India Limited at <https://www.nseindia.com/>. The complete notice along with its explanatory statement and annexures can also be accessed through the QR Code given below:



If you have any queries or issues regarding attending Meeting and e-voting from the CDSL e-voting system, you can write an email at helpdesk.evoting@cdslindia.com or call on toll free no. 18002109911. You may also contact the Company Secretary at 011-68201862 or email at jklc.investors@jkmil.com.

Procedure for registration of email IDs for equity shareholders whose email IDs are not registered:

- (a) For equity shareholders holding shares in physical mode: Please provide necessary details in prescribed Form ISR-1 pursuant to SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 to Company's RTA (*MCS Share Transfer Agent Ltd., 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110020; Phone Nos. 011-41406149/41406150/41406151 and Email: admin@mcsregistrars.com*) through modes as permitted in the said Circular. Equity shareholders may access the said Form available on the website of the Company at <https://www.jklakshmicement.com/kyc-documents/>.
- (b) For equity shareholders holding shares in Demat mode: Please contact your respective Depository Participant (DP).

Further, as directed in the Order, the advertisements of the notice of the Meeting containing the day, date, time and the process/links to join the Meeting as mentioned above are also being published on February 25, 2025 in the Newspapers (Financial Express and Jagruk Times). Copies of the aforesaid advertisements would also be available on <https://www.jklakshmicement.com/> and the weblink to access the same is <https://www.jklakshmicement.com/scheme-of-arrangement/>. Further, copies of the aforesaid advertisements may also be available on the aforesaid websites of the BSE Ltd. and National Stock Exchange of India Ltd. Copy of the aforesaid notice of the Meeting along with its explanatory statement and all relevant annexures thereto (including Scheme) shall be available and provided free of charge at the Registered Office of the Company to eligible persons.

Dated this 19th day of February, 2025
Place: New Delhi

Sd/-
Rajeev Mehrotra
Chairperson appointed for the Meeting