

JKLC: SCHEME:SE:25
28th March 2025

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|---|--|
| 1 BSE Ltd.
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Security Code No. 500380
Through: BSE Listing Centre | 2 National Stock Exchange of India Ltd.
“Exchange Plaza”
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051
Symbol: JKLAKSHMI, Series: EQ
Through: NEAPS |
|---|--|

Sub: Outcome of the Meeting of Equity Shareholders of JK Lakshmi Cement Ltd. convened as per directions of Hon'ble National Company Law Tribunal, Jaipur Bench in the matter of Composite Scheme of Amalgamation and Arrangement amongst JK Lakshmi Cement Limited (“Amalgamated Company” or “Company”), Udaipur Cement Works Limited (“Amalgamating Company 1”), Hansdeep Industries & Trading Company Limited (“Amalgamating Company 2”) and Hidrive Developers and Industries Limited (“Amalgamating Company 3”) and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and all other applicable rules and regulations (“Scheme”).

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir(s),

The Meeting of the Equity Shareholders of the Company was held on Friday, 28th March, 2025 at 01:30 P.M. (IST) through Video Conferencing / Other Audio-Visual Means pursuant to the directions of the Hon'ble National Company Law Tribunal, Jaipur Bench (“Tribunal”) and, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

In terms of the provisions of the Companies Act, 2013 (the ‘Act’) & Rules made thereunder and provisions of the SEBI Listing Regulations, the Company had provided Remote E-voting facility and E-voting facility at the Meeting. The Hon'ble Tribunal had appointed, *inter alia*, Mr. Prashant Agarwal, as the Scrutinizer to scrutinize the Remote E-voting process and E-voting at the Meeting. The Scrutinizer's Report dated 28th March, 2025 is attached as **Annexure I**. The Resolution as set out in the Notice of the Meeting has been duly approved by the Equity Shareholders with requisite majority pursuant to Section 230(6) of the Act read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023.



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E-Mail: jklc.customercare@jkmall.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.jkmall.com
Secretarial Deptt.: Gulab Bhawan (Rear Wing), 3rd Floor, 6-A, Bahadur Shah Zafar Marg, New Delhi-110 002
Phone: 68201860, 66001142, 66001112 | **E-mail:** jklc.investors@jkmall.com



In terms of the provisions of Regulation 44 of the SEBI Listing Regulations, the details of the results of voting held through Remote E-voting and E-voting at the Meeting are attached as **Annexure II**.

Kindly take the same on record.

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

Yours faithfully,
For JK Lakshmi Cement Limited


(Amit Chaurasia)

Company Secretary and Compliance Officer



Encl:a.a

Prashant Agrawal
Advocate | FCA | IP

Building No. F - 174, 1st Floor (F -106) Sumer Complex,
Gautam Marg, B/h Bagadia Bhawan, C — Scheme,
Jaipur — 302001 Rajasthan
Email Address: law.pagrawal@gmail.com
Contact No.: +91 9828355000

Date: 28-03-2025.

To,
Mr. Rajeev Mehrotra
The Chairperson of the Meeting
(Appointed by the Hon'ble National Company Law Tribunal, Jaipur Bench for the Meeting)

For
Meeting of Equity Shareholders of JK Lakshmi Cement Limited
Registered Office: Jaykaypuram, Basantgarh, District Sirohi, Rajasthan-307019
CIN: L74999RJ1938PLC019511

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the order of the Hon'ble National Company Law Tribunal, Jaipur Bench dated January 28, 2025 read with Order dated February 04, 2025 in the Company Scheme Application CA (CAA) No. 01/230-232/JPR/2025 in the matter of 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 under Sections 230-232 and other applicable provisions of the Companies Act, 2013 for the meeting of the Equity Shareholders of JK Lakshmi Cement Limited held on Friday, March 28, 2025 at 1:30 P.M. (IST) through Video Conferencing ('VC') / Other Audio- Visual Means ('OAVM').

I, Prashant Agrawal, Advocate, had been appointed as the Scrutinizer by the order of the Hon'ble National Company Law Tribunal, Jaipur Bench ('Tribunal') dated January 28, 2025 read with Order dated February 04, 2025 (collectively referred as 'Order') in the Company Scheme Application CA (CAA) No. 01/230-232/JPR/2025 in the matter of 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 under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ('Act') and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), for the purpose of scrutinizing the votes casted through remote e-voting ("**Remote e-voting**") and e-voting at the Meeting ("**e-voting at the Meeting**") by the Equity Shareholders of the Company in respect of the Resolution proposed to be passed at the Meeting of the Equity Shareholders of JK Lakshmi Cement Limited held on Friday, March 28, 2025 at 1:30 P.M. (IST) through Video Conferencing ('VC') / Other Audio- Visual Means ('OAVM').

As confirmed by the Company, pursuant to the directions of the Tribunal *vide* its Order, the Notice dated 19th February 2025, of the Meeting of the Equity Shareholders was sent by Company on 25th February 2025 through electronic mode via e-mail to those persons whose email addresses are registered with the Company. Further, as permitted by Tribunal *vide* its Order dated 4th February 2025, Notices through Letters were also sent to the Equity Shareholders of the Company whose email addresses are not registered with the Company, on 23rd February 2025 containing, *inter alia*, the day, date, time and other details for joining the Meeting and the weblink, including the exact path and QR Code where complete details of the Notice along with Explanatory Statement can be accessed to by such Shareholders. Further, the Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting Remote e-voting by the Equity Shareholders of the Company.

The schedule and details of the Meeting are as follows:

Day, Date and Time	Friday, March 28, 2025 at 1:30 P.M. (IST)
Mode of the Meeting	Video Conferencing/ Other Audio-Visual Means
Cut-off date for e-voting	Friday, March 21, 2025
Remote e-voting start date and time	Monday, March 24, 2025 at 10:00 A.M. (IST)
Remote e-voting end date and time	Thursday, March 27, 2025 at 5:00 P.M. (IST)
E-voting at the Meeting	To be exercised during the Meeting in accordance with the instructions provided in the Notice of the said Meeting



In terms of the directions of the Tribunal given under the Order and Regulation 44 of the SEBI Listing Regulations read with Section 108 of the Act & Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company had provided facility to its Equity Shareholders to exercise their right to vote on Resolution proposed in the Notice to be passed at the Meeting by electronic means. The Equity Shareholders of the Company had the facility and option of voting on the Resolution proposed in the Notice for casting their votes through: (a) e-voting system at the Meeting; or (b) by Remote e-voting.

Accordingly, the voting period for Remote e-voting was commenced on Monday, March 24, 2025 at 10:00 A.M. (IST) and ended on Thursday, March 27, 2025 at 05:00 P.M. (IST) and e-voting system available at the Meeting (held virtually); and the CDSL e-voting platform was disabled thereafter.

The votes casted through Remote e-voting before the Meeting and e-voting done at the Meeting were unblocked and calculated after the conclusion of the Meeting.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to Remote e-voting and that exercised during the Meeting, on the Resolution contained in the Notice of the Meeting.

My responsibility as Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution stated in the Notice, based on the reports generated from the electronic voting system provided by the CDSL.

I now submit my consolidated report as under on the result of the Remote e-voting and that e-voting at the Meeting performed in respect of the said Resolution, as follows:

To consider and approve the Scheme of Amalgamation and Arrangement between JK Lakshmi Cement Limited (Amalgamated Company/ Applicant Company 1), Udaipur Cement Works Limited (Applicant Company 2 / Amalgamating Company 1), Hansdeep Industries and Trading Company Limited (Applicant Company 3 / Amalgamating Company 2), Hldrive Developers and Industries Limited (Applicant Company 4 / Amalgamating Company 3) and their respective Shareholders and Creditors pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

"RESOLVED THAT pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 ("2013 Act") [including any statutory modification(s) or re-enactment thereof for the time being in force], and other applicable provisions of the 2013 Act and the provisions of the Memorandum and Articles of Association of the Company and subject to the consent, approval or permissions of the Hon'ble National Company Law Tribunal, Jaipur Bench (NCLT), Regional Director, Registrar of Companies or such other competent authority as may be applicable, and subject to such conditions and modifications as may be prescribed



or imposed by NCLT or any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation and Arrangement as enclosed with the Notice of the NCLT convened meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by NCLT or such other authorities while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or Officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company."

Based on the reports generated from the e-voting system provided by the CDSL, the combined voting result of votes casted through the Remote e-voting and e-voting at the Meeting is as under:

I. Total Votes cast by the Equity Shareholders of the Company:

	REMOTE E-VOTING		E-VOTING AT MEETING		TOTAL		%age	Invalid Votes	
	No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	of total valid votes	No. of members	No. of Invalid votes
In Favour	301	9,25,65,330	4	1,49,446	305	9,27,14,776	99.99	NIL	NIL
Against	9	9,923	0	0	9	9,923	0.01		
Total	310	9,25,75,253	4	1,49,446	314	9,27,24,699	100		



II. Total Votes cast by the Public Shareholders (excluding Promoter and Promoter Group) as required under SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (SEBI Circular):

	REMOTE E-VOTING		E-VOTING AT MEETING		TOTAL		%age	Invalid Votes	
	No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	of total valid votes	No. of members	No. of Invalid votes
In Favour	279	3,80,39,408	4	1,49,446	283	3,81,88,854	99.97	NIL	NIL
Against	9	9,923	0	0	9	9,923	0.03		
Total	288	3,80,49,331	4	1,49,446	292	3,81,98,777	100		

The copy of voting report generated through CDSL platform is retained with us.

Result:

The Resolution has been approved by the Equity Shareholders of the Company with requisite majority as required under the relevant provisions of the Companies Act, 2013. Further, the votes cast by the Public Shareholders of Company in favour of the proposal were more than the number of votes cast by the Public Shareholders against it as required under the SEBI Circular. The electronic data and all other relevant records relating to the Remote e-voting and e-voting at the Meeting are under my safe custody and the same will be handed over to the Company.



Adv. Prashant Agrawal



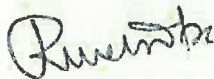
Scrutinizer appointed by the Hon'ble Tribunal for the Meeting

Office: Building No. F- 174, First Floor (F - 106), Sumer Complex,
Gautam Marg, B/h Bagadia Bhawan, C — Scheme, Jaipur — 302001 Rajasthan

Date: 28th March 2025

Place: New Delhi

Counter-Signed:



Rajeev Mehrotra

The Chairperson of the Meeting

(Appointed by the Hon'ble National Company Law Tribunal, Jaipur Bench for the Meeting)

Date: 28th March 2025

Place: New Delhi

For JK Lakshmi Cement Ltd.


Anil Chaurasia
Company Secretary

JK LAKSHMI CEMENT LIMITED

Format for Voting Results

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Annexure II

Date of the Tribunal Convened Meeting of Equity Shareholders	28/03/2025
Total number of shareholders on record date	124030
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	20
Public:	25

Agenda-wise disclosure (to be disclosed separately for each agenda item)

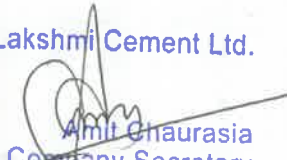
Resolution No. 1	(Special)	To consider and approve the Scheme of Amalgamation and Arrangement between JK Lakshmi Cement Limited (Amalgamated Company/ Applicant Company 1), Udaipur Cement Works Limited (Applicant Company 2 / Amalgamating Company 1), Hansdeep Industries and Trading Company Limited (Applicant Company 3 /Amalgamating Company 2), Hidrive Developers and Industries Limited (Applicant Company 4/Amalgamating Company 3) and their respective shareholders and creditors pursuant to the provisions of sections 230-232 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		54525922	100.00	54525922	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	54525922	54525922	100.00	54525922	0	100.00	0.00
Public - Institutions	E-Voting		37045015	84.48	37045015	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	43849576	37045015	84.48	37045015	0	100.00	0.00
Public - Non Institutions	E-Voting		1153762	5.98	1143839	9923	99.14	0.86
	Poll							
	Postal Ballot (if applicable)							
	Total	19294568	1153762	5.98	1143839	9923	99.14	0.86
Total		117670066	92724699	78.80	92714776	9923	99.99	0.01

DATE: 28-03-2025

PLACE: New Delhi



For JK Lakshmi Cement Ltd.


 Amit Chaurasia
 Company Secretary