

Minutes of the proceedings of the Extra-ordinary General Meeting of the Members of JK Lakshmi Cement Limited held at the Registered Office of the Company at Jaykaypuram - 307 019, Basantgarh, Dist. Sirohi, Rajasthan on Thursday, the 30th January 2014 at 2.30 P.M.

Present:

Shri Sushil Kumar Wali, Whole-time Director ... (in the Chair)

And

65 Members were present in person or through their authorised representatives and 8 through proxies as per the record of attendance at the meeting kept by the Company.

In attendance:

Shri B.K. Daga, Vice President & Company Secretary
Shri S.A. Bidkar, Chief Finance Officer
Shri P.L. Mehta, Sr. Vice President (Works)

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1. **Chairman:** In accordance with the Article 82 of the Articles of Association of the Company, Shri Sushil Kumar Wali, Whole-time Director, was voted to and took the Chair.
2. **Quorum:** The Chairman extended a warm welcome to the Members to the Extra-ordinary General Meeting of the Company (EGM). The requisite quorum being present, the Chairman declared the meeting as properly constituted and proceeded to transact the business.
3. **Notice:** Notice dated 4th January 2014 convening the Extra-ordinary General Meeting having already been sent to the Members was taken as read with the general consent of the Members present.
4. **Item No.1** To borrow money in excess of paid up capital and Free Reserves upto Rs. 2,000 crores in aggregate:

Proposed as Special Resolution by: Shri Dinesh Pandya
Seconded by: Shri Praveen Lodha

“RESOLVED that in supersession of the resolution passed by the Company with respect to the borrowing powers of the Board of Directors at the Annual General Meeting held on 7th August 1995, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the “Act”), or any statutory modification or re-enactment thereof, to the Board of Directors borrowing moneys (apart from temporary loans from time to time obtained from the Company’s Bankers in the ordinary course of business) in excess of the aggregate of paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary for the purpose of the Company, provided that the sum or sums so borrowed and remaining

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For JK Lakshmi Cement Ltd.

Vice President & Company Secretary

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outstanding at any one time on account of principal shall not exceed in the aggregate Rs.2,000 Crores (Rupees Two thousand Crores only).”

Resolution carried unanimously.

Explanatory Statement under Section 102 (1) of the Companies Act 2013, relevant to the aforesaid Resolution:

The Company at its Annual General Meeting held on 7th August 1995 (AGM), authorized the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 to borrow for the purpose of the Company moneys in excess of the paid-up capital of the Company and its free reserves provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed Rs. 2,000 Crores.

However, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the 'Act'), since notified, the Board can exercise such borrowing powers only with the approval of Members of the Company by way of Special Resolution. It may be mentioned that there is no change in the borrowing limit of Rs. 2,000 crores as earlier approved by the shareholders at the aforesaid AGM. The resolution is accordingly recommended for approval as a Special Resolution under the Act.

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

5. Item No.2

To create security in respect of borrowings by the Company for an amount upto Rs. 2,000 crores in aggregate:

Proposed as Special Resolution by: Shri Kishan Mittal
Seconded by: Shri R. Niyati

“RESOLVED that in supersession of the resolution passed by the Company with respect to mortgaging and/or charging by the Board of Directors at the Annual General Meeting held on 7th August 1995, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the “Act”), or any statutory modification or re-enactment thereof, to the Board of Directors to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, pertaining to any one or more of the Company’s Units and any other undertaking of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said undertakings of the Company, with the right to take over the management and

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concern of the undertaking(s) whose properties are agreed to be mortgaged and/or charged in certain events, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial assistance lent, granted and advances or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding Rs. 2,000 Crores 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 respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said Term Loans, Debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board of Directors of the Company including a Committee thereof, be and is hereby authorized to finalise with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.”

Resolution carried unanimously.

Explanatory Statement under Section 102 (1) of the Companies Act 2013, relevant to the aforesaid Resolution:

The Company at its Annual General Meeting held on 7th August 1995 (AGM), authorized the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, to create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance not exceeding Rs. 2,000 crores as mentioned in the above Resolution.

However, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the 'Act'), since notified, the Board can exercise such power to create mortgage and/or charge on the immovable and movable properties of the Company, only with the approval of Members of the Company by way of Special Resolution. It may be mentioned that there is no change in the limit of Rs.2,000 crores as earlier approved by the shareholders at the aforesaid AGM. The resolution is accordingly recommended for approval as a Special Resolution under the Act.

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

6. Vote of Thanks

The Meeting concluded with a warm vote of thanks to the Chair proposed by Shri P.L. Mehta.

Shri
05/02/2014
CHAIRMAN

CERTIFIED TO BE TRUE
For JK Lakshmi Cement Ltd.

[Signature]
Vice President & Company Secretary

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Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi 110 002

NOTICE

NOTICE is hereby given that an **Extra-ordinary General Meeting** of the Members of **JK LAKSHMI CEMENT LIMITED** will be held at the Company's Registered Office at Jaykaypuram 307 019, Basantgarh, District Sirohi (Rajasthan) on **Thursday, the 30th January 2014** at 2:30 P.M. to transact the following business:

1. To consider and if through fit to pass, with or without modification(s) the following as a **Special Resolution** :

"RESOLVED that in supersession of the resolution passed by the Company with respect to the borrowing powers of the Board of Directors at the Annual General Meeting held on 7th August 1995, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any statutory modification or re-enactment thereof, to the Board of Directors borrowing moneys (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate Rs. 2,000 Crores (Rupees Two thousand Crores only)."

2. To consider and if thought fit to pass, with or without modification(s) the following as a **Special Resolution**:

"RESOLVED that in supersession of the resolution passed by the Company with respect to mortgaging and/or charging by the Board of Directors at the Annual General Meeting held on 7th August 1995, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any statutory modification or re-enactment thereof, to the Board of Directors to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, pertaining to any one or more of the Company's Units and any other undertaking of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said undertakings of the Company, with the right to take over the management and concern of the undertaking(s) whose properties are agreed to be mortgaged and/or charged in certain events, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial assistance lent, granted and advances or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding Rs. 2,000 Crores 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 respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said Term Loans, Debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board of Directors of the Company including a Committee thereof, be and is hereby authorized to finalize with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto."

Regd. Office:

Jaykaypuram 307 019,
Basantgarh, District Sirohi (Rajasthan)
4th January 2014

By Order of the Board

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 BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013 is annexed.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013

Item No. 1

The Company at its Annual General Meeting held on 7th August 1995 (AGM), authorized the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 to borrow for the purpose of the Company moneys in excess of the paid-up capital of the Company and its free reserves provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed Rs. 2,000 Crores.

However, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the 'Act'), since notified, the Board can exercise such borrowing powers only with the approval of Members of the Company by way of Special Resolution. It may be mentioned that there is no change in the borrowing limit of Rs. 2,000 crores as earlier approved by the shareholders at the aforesaid AGM. The resolution is accordingly recommended for approval as a Special Resolution under the Act.

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

Item No. 2

The Company at its Annual General Meeting held on 7th August 1995 (AGM), authorized the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, to create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance not exceeding Rs. 2,000 crores as mentioned in the above Resolution.

However, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the 'Act'), since notified, the Board can exercise such power to create mortgage and/or charge on the immovable and movable properties of the Company, only with the approval of Members of the Company by way of Special Resolution. It may be mentioned that there is no change in the limit of Rs. 2,000 crores as earlier approved by the shareholders at the aforesaid AGM. The resolution is accordingly recommended for approval as a Special Resolution under the Act.

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

Regd. Office:

Jaykaypuram 307 019,
Basantgarh, District Sirohi (Rajasthan)
4th January 2014

By Order of the Board

B.K. Daga
Vice President &
Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

1. Members/ Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
2. Requests for transfer of Equity Shares and related correspondence should be addressed to the **Company's Registrar and Share Transfer Agents : MCS Limited**, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 (RTA). The Shareholders 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.
3. Investor Grievances can be lodged electronically online with the RTA. Please log on to 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), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002 or E-mail: bkdaga@jksmail.com in case their response is not received within a week's time. Shareholder can also write to the Company in this regard.
4. **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.*

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 shareholders, 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 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).



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

ADMISSION SLIP

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

I hereby record my presence at the Extra-ordinary General Meeting of the Company being held at Jaykaypuram-307 019, Basantgarh, Distt. Sirohi, Rajasthan on **Thursday**, the **30th January 2014** at 2.30 P.M.

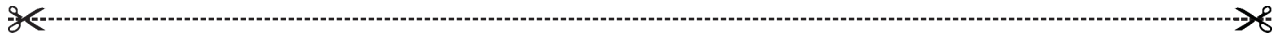
Name of the Shareholder (in block letter)
Name of Proxy/Autorised Representative attending* (in block letter)

*Strike out whichever is not applicable

#Applicable for shareholders holding shares in dematerialised form.

Signature of the attending Shareholder/Proxy/Authorised Representative*

Notes: Please produce this Admission Slip duly filled and signed at the entrance of the meeting hall. Shareholders intending to appoint a proxy may use the Proxy Form given below.



Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi-110 002

PROXY FORM

I / We of
 being a member / members of JK Lakshmi Cement Ltd. hereby appoint Shri/Smt./Km.
 of or failing him
 Shri/Smt./Km./..... of or failing him
 Shri/Smt./Km./..... of as my / our proxy
 in my / our absence to attend and vote for me / us and on my / our behalf at the Extra-ordinary General
 Meeting of the Company to be held on **Thursday**, the **30th January 2014** at 2.30 P.M. and at any

Signed this day of 2014.

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

Signature(s).....

Affix
Revenue
Stamp

Applicable for Shareholders holding shares in dematerialised form.

Note : The proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company at Jaykaypuram-307019, Basantgarh, Dist. Sirohi, Rajasthan, at least 48 hours before the scheduled time.