JKLC: SECTL:SE:26
19th July 2026

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

Dear Sir/ Madam,

Subject: Company’s Clarification / Representation to the Proxy Advisory Report issued by Institutional Investor Advisory Services (IiAS)

Kindly refer to our letter of even no. dated 6th July 2026 vide which we have filed the Notice dated 2nd July 2026 of the 86th AGM to be held on 30th July 2026, with the Stock Exchanges seeking approval of the Shareholders on the Items/ Resolutions mentioned in the said Notice.

In this reference, the Company has received Proxy Advisory Report dated 17th July 2026 from IiAS containing the voting recommendations on the above Items / Resolutions. The Company has submitted its clarification / representation to the aforesaid Report vide its attached email dated 19th July 2026.

Based on the clarification provided / representation made by the Company to IiAS, the necessary Addendum may be released by IiAS to its Report.

You are requested to take note of the above.

Thanking You.

For JK Lakshmi Cement Ltd.
Amit Chaurasia
Digitally signed by Amit Chaurasia
Date: 2026.07.19 19:41:44 +05'30'
(Amit Chaurasia)
Company Secretary

Encl: a.a.

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Regd. & Works Office: Jaykaypuram, Dist. Sirohi, Rajasthan | Phone: 02971-244409/ 244410 | Fax: 02971-244417
E-Mail: lakshmi_cement@lc.jkmail.com

Subject: Reply of JK Lakshmi Cement Ltd-IiAS VMS Voting Recommendation Alert: JK Lakshmi Cement Ltd. AGM 30-Jul-2026

From: Amit Chaurasia <amit.chaurasia@jkmail.com>
Sent: Sunday, July 19, 2026 1:37:04 pm
To: smart@iiasadvisory.com <smart@iiasadvisory.com>; Reports <reports@iias.in>; Anup Pawar <anup.pawar@iias.in>
Cc: Sudhir Bidkar <bidkar@jkmail.com>; Puran Singh Rawat <prawat@jkmail.com>; Poonam Singh <poonamsingh@jkmail.com>
Subject: Reply of JK Lakshmi Cement Ltd-IiAS VMS Voting Recommendation Alert: JK Lakshmi Cement Ltd. AGM 30-Jul-2026

Dear IiAS Team

We thank you for your trail mail giving us an opportunity to give our comments/ feedback on the voting recommendations on the shareholder resolutions presented by JK Lakshmi Cement Ltd.

At the outset, please be advised that JK Lakshmi Cement Ltd. (Company) is a responsible corporate citizen and it has been our endeavour to make adequate and timely disclosures in compliance with all relevant provisions of the law, benchmarking with the best corporate practices. For good order sake, our comments/ feedback on your attached Report, are as under:

A. Factual Errors:

(i) The date of AGM Notice is 2nd July 2026 and not 6th July 2026 as mentioned on page no. 1 of your report.

(ii) Dwarkesh Energy Limited is a Promoter Group entity of the Company and not a Promoter as mentioned on page no. 2 of your Report. JK Lakshmi Cement Limited has only one Promoter, namely Bengal & Assam Company Limited.

(iii) The remuneration/pay of Dr. Arun Kumar Shukla, President & Director is ₹ 68.4 million instead ₹ 123.6 million, Shri Shrivats Singhania, Dy. Managing Director is ₹123.6 million instead ₹ 68.4 million and Shri Vimal Bhandari is ₹ 0.8 million (excluding sitting fees) as mentioned at page no.7 of your Report.

B. Voting Recommendations:

(1) IiAS observation on Item 5 of the AGM Notice: Resolution regarding re-appointment of Smt. Vinita Singhania as Chairperson & Managing Director for five years from 01 August 2026 and fix her remuneration as minimum remuneration has been recommended AGAINST with Rationale: (G) Governance Concern and (T) Weak Transparency.

Company's Response:

1. Smt. Vinita Singhania **is one of the constituents of the Promoter Group** of the Company and not the Promoter as mentioned in your notice.

2. The Remuneration proposed to be paid to Smt. Vinita Singhania **has been recommended by the Nomination & Remuneration Committee ("NRC") and has been approved and recommended by the Board of Directors** of the Company.

3. The NRC has perused the remuneration of managerial personnel prevalent in the industry and other companies, industry benchmarks in general, financial position of the Company, past performance and remuneration, profile and responsibilities of Smt. Vinita Singhania and other relevant factors while determining her remuneration as proposed in the Resolution.

4. The total remuneration proposed to be paid to Smt. Vinita Singhania together with total remuneration (Fixed and Variable) of other managerial personnel i.e. Dy. Managing Director (Shri Shrivats Singhania) and President & Director (Dr. Arun Kumar Shukla) shall be **within the permitted limit of 10% of Net Profit allowed for all managerial personnel under Section 197 of the Companies Act, 2013**. In the event of loss or inadequate profits, she will be paid minimum remuneration with no commission in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013. Thus, overall remuneration payable to the Promoter Directors & other Executive Directors taken together would fall within the overall ceiling prescribed by the Companies Act, 2013 as explained above.

5. The Performance Linked Incentive ("PLI"), a component of variable pay and part of total remuneration, will be paid as may be decided by the Board of Directors from time to time which may include specified performance metrics and targets that needs to be achieved before payment of PLI. However, **presently the Company does not have any PLI Scheme. It is only an enabling approval being taken by the Company in the event of any such Scheme if subsequently approved by the Company.**

6. The payment of Commission to Smt. Vinita Singhania will be decided by the Board such that her total remuneration including Commission shall not exceed the aforesaid limit of managerial remuneration specified under Section 197 of the Companies Act, 2013. Thus, payment of Commission is restricted within the overall limit of managerial remuneration allowed for all managerial personnel. **Further, the payment of Commission is always linked to the Net Profit of the Company and the actual payment of Commission for a particular year will depend on the Profit earned by the Company as well as the percentage of Commission as may be decided by the Board. Since it is difficult to project the Profits for the future years, neither the Commission nor the absolute cap on the variable pay can be quantified at this stage.**

7. The Remuneration structure proposed for Smt. Vinita Singhania is well within the limits prescribed by the Companies Act, 2013 & there is no logic of putting an absolute cap on the variable pay so as long as the total remuneration payable to the Promoter Directors including Fixed & Variable is within the overall limit prescribed by the Companies Act, 2013. Needless, to mention that **neither the Companies Act, 2013 nor SEBI (Listing Obligations and Disclosure**

Requirements) Regulations, 2015 mandates the Company to cap either the variable pay or Remuneration in absolute terms and therefore, the Remuneration proposed is on the lines of the well-established practice of Industry Standards.

8. It is worthwhile to mention that **there is no absolute cap on the remuneration payable to the employees** & as such, **there is no logic for putting an absolute cap on remuneration payable to the Promoter Directors as well.**

Similarly**, there is no absolute cap on the dividend payout to the Shareholders & as such, there is no logic for putting any absolute cap on variable pay of the Promoter Directors as well**.

The very purpose of the existence of the Company is Profit maximization & wealth maximization for all its stakeholders. **Putting an absolute cap on the variable pay is not in the spirit of the profit maximization for the Company & wealth maximation for all the stakeholders.**

9. The Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 allows a Company to appoint Chairperson of the Company (whether executive or non-executive) as Member of NRC but shall not chair the NRC. **In this case also, Smt. Vinita Singhania abstained when the matter regarding her remuneration & re-appointment was discussed in NRC (chaired by an ID) which was approved by all the Independent Directors forming part of the NRC and thus, there is no conflict of interest.**

To conclude, the proposed remuneration (including PLI and Commission) payable to Smt. Vinita Singhania is capped within the overall limit of 10% of the Net Profit prescribed under Section 197 of the Companies Act, 2013 and she being a part of NRC, there is no breach of conflict of interest.

In view of the above explanation, considering the fact that the remuneration prescribed by the Company for Smt. Vinita Singhania is well within the limits prescribed by the law, the Proxy Advisor should recommend a **Positive** voting for the resolution rather than creating a wrong & incorrect impression amongst the investors for the remuneration proposed by the Company for Smt. Singhania as if it is beyond the limits prescribed by law. Any **Negative** recommendation of the Proxy Advisor only delays the appointment of the Promoter Director.

As mentioned in your trail mail, the above reply is being attached separately in the word file. Also, the above reply is being filed separately with the Stock Exchanges for uniform dissemination to all our Shareholders.

You are requested to acknowledge the receipt of this mail, change your voting recommendations from **AGAINST** to **FOR** on Item No. 5 of the Company's Notice dated 2nd July 2026 in light of the above explanation and issue the requisite Addendum incorporating our above reply in your voting recommendations to the Shareholders and oblige.

Do let us know in case you require any further information / clarification on the above matter, and we shall be happy to provide the same on hearing from your side.

Thanks & Regards

Amit Chaurasia
Company Secretary

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Website: www.jklakshmi.com

This message has been classified **Internal** by **Amit Chaurasia** on **19 July 2026** at **11:40:11**.

From: smart@iiasadvisory.com <smart@iiasadvisory.com>
Sent: 17 July 2026 20:19
To: Amit Chaurasia <amit.chaurasia@jkmail.com>
Subject: IiAS VMS Voting Recommendation Alert: JK Lakshmi Cement Ltd. AGM 30-Jul-2026

IiAS ADRIAN

Dear Sir/Madam,

Please find enclosed IiAS' voting recommendations on the shareholder resolutions presented by your company. We have published these voting recommendations because some of your company's investors subscribe to our services. This report has been simultaneously sent to these subscribers. In preparing its voting recommendations, IiAS uses only publicly available information.

Under SEBI Circular SEBI/HO/IMD/DF1/CIR/P/2020/147 dated 3 August 2020, you have the choice to respond or provide your comments to our voting recommendations on your company's shareholder proposals, **within 48**

hours of receiving this email. Should you choose to respond, we are mandated to carry your response as an addendum to our voting advisory report.

In responding to our report, please note the following:

1. Please provide only factual or contextual information that will aid in our making a more informed decision with respect to the voting recommendations. This must be incremental to what has been disclosed in the shareholder notice. Please avoid repeating the information in the shareholder notice, unless there is a factual error.
2. We use data aggregators and have consistently done so across all our voting advisory reports. Therefore, if there are minor differences in calculations between your financial ratios and those carried in the report, we will not be making those changes.
3. We will not carry out any changes to language (unless there is a grammatical error) based on your request. 4. Please send us your response in a separate document that can be appended to our original report.
5. We caution you to not send us any information that would qualify as unpublished price sensitive information. IiAS will consider all information presented by you to us as publicly available.
6. Please ensure you send us one consolidated response. IiAS will not be able to accommodate multiple responses from your end.

If your response contains material information that may impact investors' decision making, we advise you to file this response with the stock exchanges to ensure there is uniform dissemination to all your shareholders.

Please note that we will make changes to our report only if information provided in your response has a material impact on our voting recommendation. Your comments may not influence or change our voting recommendation. To write back to us on the enclosed report, please address your email to reports@iias.in and anup.pawar@iias.in.

In order to allow investors sufficient time to finalize their vote and to communicate this to their custodian, we reiterate that only comments received with 48 hours from the time of this email will be considered.

IiAS' processes are transparent and clearly articulated. We recommend you refer to our website (https://www.iiasadvisory.com/about#policies) to know more about our voting recommendation methodology and processes. We also encourage you to read our voting guidelines that are also available on our website (https://www.iiasadvisory.com/voting-guidelines).

Regards,
Team IiAS

Institutional Investor Advisory Services (IiAS)

Research Analyst (Proxy advisor)|SEBI-Registration number: INH000000024

IiAS

About IiAS:
Institutional Investor Advisory Services India Limited (IiAS) is a SEBI-registered proxy adviser (registration number: INH000000024), dedicated to providing participants in the Indian market with voting recommendations on shareholder resolutions, and providing independent opinion, research and data on corporate governance issues. We provide voting recommendations on 1,000+ companies representing over 95% of the market cap of Indian listed companies. IiAS voting recommendations are based on its Voting Guidelines, which are available here: https://www.iiasadvisory.com/voting-guidelines. Our Voting Guidelines are not bound by the confines of Indian regulations, but are based on best practices on corporate governance followed globally and in India. Our voting guidelines are reviewed periodically and may be revised based on market feedback and / or regulatory changes. Our process of deciding on our voting recommendations, and our policy on interacting with investors and companies can be accessed here: https://www.iiasadvisory.com/about#policies.

IiAS is a SEBI-registered Research Analyst (Proxy advisor) | SEBI Registration No. : INH000000024 | CIN: U74990MH2010PLC204788

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This message has been classified **Internal** by **Amit Chaurasia** on **19 July 2026** at **11:40:45**.