

# UDAIPUR CEMENT WORKS LIMITED

Secretarial Deptt.: Gulab Bhawan, (Rear Wing), 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002  
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E-mail: ucwl.investors@jkm.com, Website: www.udaipurcement.com

UCWL:SECTL:SE:18  
10<sup>th</sup> August 2018

BSE Limited  
Department of Corporate Services  
25<sup>th</sup> Floor, Phiroze Jeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Security Code: 530131**

Through: BSE Listing Centre

Dear Sir/Madam,

Re: **Voting Results of the 22<sup>nd</sup> Annual General Meeting of the Company held on 9<sup>th</sup> August 2018**

1. Further to our letter of even no. dated 10<sup>th</sup> July 2018, informing the date of Annual General Meeting (AGM), Book Closure for AGM and the Cut-off date for e-voting, we now send herewith the Voting Results (Consolidated: Remote e-voting & Poll) on the Resolutions forming part of the Notice of the 22<sup>nd</sup> AGM of the Company held on 9<sup>th</sup> August 2018 at the Registered Office of the Company at Shripati Nagar, P.O. CFA, Udaipur- 313021 (Rajasthan) pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as Annexure - I. All the Resolutions were duly passed with requisite majority.
2. We also send herewith a copy of the consolidated Report dated 9<sup>th</sup> August 2018 of Shri Ronak Jhuthawat (Membership No.-F9738) of M/s. Ronak Jhuthawat & Co., Company Secretary in Practice/ Scrutinizer on Remote e-voting and the voting at the aforesaid AGM as Annexure - II.

Thanking you and assuring you of our best attention at all times,

Yours faithfully,  
For Udaipur Cement Works Ltd



(R.K Gupta)

Whole-time Director  
& Company Secretary

Encl. : a.a.  
cc : Central Depository Services (India) Ltd.  
A- Wing, 25<sup>th</sup> Floor, Marathon Futurex,  
Mafatlal Mill Compound,  
N M Joshi Marg, Lower Parel (E),  
Mumbai- 400 013

UDAIPUR CEMENT WORKS LIMITED

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

Annexure I

Date of the AGM/EGM	09/08/2018
Total number of shareholders on record date	31208
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	72
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

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

Resolution No. 1	(Ordinary)	Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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	233404537	233404537	100.00	233404537	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total	233404537	233404537	100.00	233404537	0	100.00	0.00	
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total	1510228	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	76495052	535170	0.70	535170	0	100.00	0.00	
	Poll		11721578	15.32	11721578	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Total	76495052	12256748	16.02	12256748	0	100.00	0.00	
<b>Total</b>		311409817	245661285	78.89	245661285	0	100.00	0.00	

Resolution No. 2	(Ordinary)	Re-appointment of Shri Rohni Kumar Gupta as a Director, who retires by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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	233404537	233404537	100.00	233404537	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total	233404537	233404537	100.00	233404537	0	100.00	0.00	
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total	1510228	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	76495052	535170	0.70	535170	0	100.00	0.00	
	Poll		11721477	15.32	11721477	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Total	76495052	12256647	16.02	12256647	0	100.00	0.00	
<b>Total</b>		311409817	245661184	78.89	245661184	0	100.00	0.00	

Resolution No. 3	(Ordinary)	Ratification of the remuneration of Cost Auditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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	233404537	233404537	100.00	233404537	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total	233404537	233404537	100.00	233404537	0	100.00	0.00	
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total	1510228	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	76495052	535170	0.70	535170	0	100.00	0.00	
	Poll		11721578	15.32	11721578	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Total	76495052	12256748	16.02	12256748	0	100.00	0.00	
<b>Total</b>		311409817	245661285	78.89	245661285	0	100.00	0.00	

Resolution No. 4	(Ordinary)	Appointment of Smt. Vinita Singhania as a Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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	233404537	233404537	100.00	233404537	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total	233404537	233404537	100.00	233404537	0	100.00	0.00	
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total	1510228	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	76495052	502070	0.66	502070	0	100.00	0.00	
	Poll		11721578	15.32	11721578	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Total	76495052	12233648	15.98	12233648	0	100.00	0.00	
<b>Total</b>		311409817	245628185	78.88	245628185	0	100.00	0.00	

Resolution No. 5		(Ordinary)	Appointment of Shri Shrivats Singhania as a Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	233404537	233404537	100.00	233404537	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		233404537	233404537	100.00	233404537	0	100.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		1510228	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	76495052	535170	0.70	535170	0	100.00	0.00
	Poll		11721578	15.32	11721578	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		76495052	12256748	16.02	12256748	0	100.00
<b>Total</b>		311409817	245661285	78.89	245661285	0	100.00	0.00

Resolution No. 6		(Ordinary)	Appointment of Shri Naveen Kumar Sharma as a Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	233404537	233404537	100.00	233404537	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		233404537	233404537	100.00	233404537	0	100.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		1510228	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	76495052	535170	0.70	535170	0	100.00	0.00
	Poll		11721578	15.32	11721578	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		76495052	12256748	16.02	12256748	0	100.00
<b>Total</b>		311409817	245661285	78.89	245661285	0	100.00	0.00

Resolution No. 7		(Special)	Appointment of Shri Surendra Malhotra as an Independent Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	233404537	233404537	100.00	233404537	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		233404537	233404537	100.00	233404537	0	100.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		1510228	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	76495052	535170	0.70	535170	0	100.00	0.00
	Poll		11721578	15.32	11721578	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		76495052	12256748	16.02	12256748	0	100.00
<b>Total</b>		311409817	245661285	78.89	245661285	0	100.00	0.00

Resolution No. 8		(Ordinary)	Appointment of Shri Vinit Marwaha as an Independent Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	233404537	233404537	100.00	233404537	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		233404537	233404537	100.00	233404537	0	100.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		1510228	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	76495052	535170	0.70	535170	0	100.00	0.00
	Poll		11721578	15.32	11721578	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		76495052	12256748	16.02	12256748	0	100.00
<b>Total</b>		311409817	245661285	78.89	245661285	0	100.00	0.00

Resolution No. 9		(Special)	Appointment of Shri Naveen Kumar Sharma as a Whole-time Director of the Company w.e.f. 1st October 2018					
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	233404537	233404537	100.00	233404537	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		233404537	233404537	100.00	233404537	0	100.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		1510228	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	76495052	509170	0.66	509170	0	100.00	0.00
	Poll		11721578	15.32	11721578	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		76495052	12230748	15.98	12230748	0	100.00
<b>Total</b>		311409817	246635285	78.88	246635285	0	100.00	0.00

Resolution No. 10	(Special)	Re-appointment of Shri Rohni Kumar Gupta as a Whole-time Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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	233404537	233404537	100.00	233404537	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		233404537	233404537	100.00	233404537	0	100.00	0.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		1510228	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	76495052	535170	0.70	535170	0	100.00	0.00	
	Poll		11721477	15.32	11721477	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Total		76495052	12256647	16.02	12256647	0	100.00	0.00
<b>Total</b>		<b>311409817</b>	<b>245661184</b>	<b>78.89</b>	<b>245661184</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

Resolution No. 11	(Ordinary)	Approval of Related Party Transactions with JK Lakshmi Cement Limited.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes (Related Parties of the Company abstained from voting on the said 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	233404537	7511756	3.22	7511756	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		233404537	7511756	3.22	7511756	0	100.00	0.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		1510228	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	76495052	422070	0.55	422070	0	100.00	0.00	
	Poll		11721474	15.32	11721474	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Total		76495052	12143544	15.87	12143544	0	100.00	0.00
<b>Total</b>		<b>311409817</b>	<b>19655300</b>	<b>6.31</b>	<b>19655300</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

Resolution No. 12	(Ordinary)	Approval of Related Party Transactions with Hansdeep Industries & Trading Company Limited.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes (Related Parties of the Company abstained from voting on the said 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	233404537	7511756	3.22	7511756	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		233404537	7511756	3.22	7511756	0	100.00	0.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		1510228	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	76495052	422070	0.55	422070	0	100.00	0.00	
	Poll		11721474	15.32	11721474	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Total		76495052	12143544	15.87	12143544	0	100.00	0.00
<b>Total</b>		<b>311409817</b>	<b>19655300</b>	<b>6.31</b>	<b>19655300</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

Resolution No. 13	(Special)	Approval for Issue of Secured Non-Convertible Debentures of upto Rs. 200 Crore.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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	233404537	233404537	100.00	233404537	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		233404537	233404537	100.00	233404537	0	100.00	0.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		1510228	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	76495052	535170	0.70	535170	0	100.00	0.00	
	Poll		11721578	15.32	11721578	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Total		76495052	12256748	16.02	12256748	0	100.00	0.00
<b>Total</b>		<b>311409817</b>	<b>245661285</b>	<b>78.89</b>	<b>245661285</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

Resolution No. 14	(Special)	Authorisation to the Board of Directors for borrowings upto an amount not exceeding Rs. 1000 Crore.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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	233404537	233404537	100.00	233404537	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		233404537	233404537	100.00	233404537	0	100.00	0.00
Public - Institutions	E-Voting	1510228	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	Total		1510228	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	76495052	534850	0.70	534850	0	100.00	0.00	
	Poll		11721578	15.32	11721578	0	100.00	0.00	
	Postal Ballot (if applicable)								
	Total		76495052	12256428	16.02	12256428	0	100.00	0.00
<b>Total</b>		<b>311409817</b>	<b>245660965</b>	<b>78.89</b>	<b>245660965</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

Resolution No. 15	(Special)	Authorisation to the Board of Directors to create mortgage/charges on the properties of the Company in favour of the lenders upto an amount not exceeding Rs. 1000 Crore.							
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*an*

Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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		233404537	100.00	233404537	0	100.00	0.00
	Poll	233404537	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	233404537	233404537	100.00	233404537	0	100.00	0.00
Public - Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1510228	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	1510228	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting		534850	0.70	534850	0	100.00	0.00
	Poll	76495052	11721578	15.32	11721578	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	76495052	12256428	16.02	12256428	0	100.00	0.00
<b>Total</b>		311409817	245660965	78.89	245660965	0	100.00	0.00

Date: 10th August 2018  
Place: udaipur



For Udaipur Cement Works Limited

(Rohni Kumar Gupta)

Whole-time Director, CFO & Company Secretary



# RONAK JHUTHAWAT & CO

## Company Secretaries

### CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
22<sup>nd</sup> Annual General Meeting of the Members of  
UDAIPUR CEMENT WORKS LIMITED  
Udaipur 313021

Dear Sir,

**Sub: 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Udaipur Cement Works Limited held on 09<sup>th</sup> August 2018 at 11.00 A.M. At Shripati Nagar, P.O. CFA Udaipur, Rajasthan 313021**

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I, Ronak Jhuthawat of M/s Ronak Jhuthawat & Co., Company Secretary in practice (Certificate of Practice no. 12094), have been appointed by the Board of Directors of Udaipur Cement Works Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) as well as for voting at the Annual General Meeting venue through Ballot Paper (Poll), in a fair and transparent manner and ascertaining the result thereof, in respect of Resolutions transacted at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Udaipur Cement Works Limited, held on 09<sup>th</sup> August, 2018 at 11.00 a.m. at Shripati Nagar, P.O. CFA Udaipur Rajasthan 313021.

I submit my Report as under:-

- A. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide and facilitate remote e-voting process to the Members of the Company to cast their votes through a secured electronic mode on the Resolutions to be transacted at the said AGM. The Company has also provided the facility of voting through Ballot Paper at the venue of the AGM to Members attending the meeting but has not cast their vote by remote e-voting facility.
- B. The cut-off date for determining the eligibility of the Members to vote by remote e-voting or voting at the AGM is 02<sup>nd</sup> August 2018. As on "Cut-off" date i.e. 02<sup>nd</sup> August 2018, there were 31208 (Thirty One Thousand Two Hundred Eight) Members.
- C. The remote e-voting facility started on Monday 6<sup>th</sup> August, 2018 (10.00 A.M.) and ended on Wednesday 8<sup>th</sup> August 2018 (5.00P.M.).

Office: 328, Samriddhi Complex, 3rd Floor  
Above Udaipur Urban Co operative Bank, Opp Krishi Upaz mandi  
Sector 11 Main Road Udaipur 313001  
Contact No 9887422212 E Mail: [csronakjhuthawat@gmail.com](mailto:csronakjhuthawat@gmail.com)



# RONAK JHUTHAWAT & CO

## *Company Secretaries*

- D. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended, was published in the "Financial Express" (in English language) (All editions) and in "Jagruk Times" (in Hindi language) (Udaipur Edition), both on 13<sup>th</sup> July 2018.
- E. At the 22<sup>nd</sup> AGM, after commencement of the Ballot Process, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- F. The locked ballot box was subsequently opened by me in the presence of two witnesses, (1) Ms Disha Jain and (2) Ms Antima Kataria who are not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by MCS Share Transfer Agent Limited, the Registrar and Share Transfer Agent of the Company and also with the authorization/proxies lodged with the Company.
- G. Thereafter, the electronic votes cast through remote e-voting provided by CDSL were unblocked in the presence of said two witnesses (1) Ms Disha Jain and (2) Ms Antima Kataria, on 09<sup>th</sup> August, 2018 at 01.15 P.M. i.e. immediately after counting the votes cast through Ballot papers at the AGM.
- H. There were no poll papers which were incomplete and/or which were otherwise found defective.
- I. There were no invalid ballot paper.
- J. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)), and the votes cast by the Members (including proxies) through Ballot Papers at AGM, the consolidated results of the remote e-voting and voting at AGM, on all items of the business transacted at the AGM held on 09<sup>th</sup> August 2018 are given in the Annexure enclosed herewith, forming part of this Report.
- K. All relevant documents, records and papers relating to remote e-voting as well as Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 22<sup>nd</sup> Annual General Meeting and thereafter, I shall return these documents and other related papers to the Company.



Office: 328, Samriddhi Complex, 3rd Floor  
Above Udaipur Urban Co operative Bank, Opp Krishi Upaz mandi  
Sector 11 Main Road Udaipur 313001  
Contact No 9887422212 E Mail: [csronakjhuthawat@gmail.com](mailto:csronakjhuthawat@gmail.com)

# RONAK JHUTHAWAT & CO


## Company Secretaries

### **CONCLUSION:**

All the resolutions mentioned in the AGM notice dated 30<sup>th</sup> June, 2018 under the remote e-voting and voting through Ballot conducted at the venue of the meeting have been passed with requisite majority.

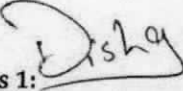
Thanking you,  
Yours faithfully,

For Ronak Jhuthawat & Co.  
Company Secretaries

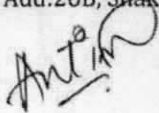
  
Ronak Jhuthawat  
Proprietor  
Membership No. F9738 (COP No. 12094)




Place: Shripatinagar  
Date: 09<sup>th</sup> August 2018

- **Witness 1:**   
Name: Disha Jain  
Add: 2D5, Machhala Magra Scheme Sector 11 Udaipur

- **Witness 2:**  
Name: Antima Kataria  
Add: 26B, Shakti Nagar Udaipur



**COUNTERSIGNED BY:**  
For Udaipur Cement Works Limited

  
(Rohni Kumar Gupta)  
Whole-time Director  
CFO & Company Secretary

Office: 328, Samriddhi Complex, 3rd Floor  
Above Udaipur Urban Co operative Bank, Opp Krishi Upaz mandi  
Sector 11 Main Road Udaipur 313001  
Contact No 9887422212 E Mail: [csronakjhuthawat@gmail.com](mailto:csronakjhuthawat@gmail.com)



UDAIPUR CEMENT WORKS LIMITED

22nd Annual General Meeting held on 09th August 2018 at 11.00 A.M.

CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & BALLOT

Annexure

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)	REMOTE E-VOTING			POLL AT AGM			TOTAL		%age of total valid votes	Invalid Votes	No. of invalid votes
		(3)	(4)	(5)	(6)	(7)	(8)	(9)				
1	Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.	In Favour 33 Against - Total 33	No. of members voted 33	No. of valid votes cast 233,939,707	No. of members voted 72	No. of valid votes cast 11,721,578	No. of members voted 105	No. of valid votes cast 245,661,285	100.00			
2	Re-appointment of Shri Rohini Kumar Gupta (DIN: 00086630), who retires by rotation.	In Favour 33 Against - Total 33	No. of members voted 33	No. of valid votes cast 233,939,707	No. of members voted 70	No. of valid votes cast 11,721,477	No. of members voted 103	No. of valid votes cast 245,661,184	100.00			
3	Ratification of the remuneration of Cost Auditors.	In Favour 33 Against - Total 33	No. of members voted 33	No. of valid votes cast 233,939,707	No. of members voted 70	No. of valid votes cast 11,721,477	No. of members voted 103	No. of valid votes cast 245,661,184	100.00			
4	Appointment of Smt. Vinita Singhania (DIN: 00042983) as a Director.	In Favour 31 Against - Total 31	No. of members voted 31	No. of valid votes cast 233,906,607	No. of members voted 72	No. of valid votes cast 11,721,578	No. of members voted 103	No. of valid votes cast 245,628,185	100.00			
5	Appointment of Shri Shrivats Singhania (DIN: 02359242) as a Director.	In Favour 33 Against - Total 33	No. of members voted 33	No. of valid votes cast 233,939,707	No. of members voted 72	No. of valid votes cast 11,721,578	No. of members voted 105	No. of valid votes cast 245,661,285	100.00			
6	Appointment of Shri Naveen Kumar Sharma (DIN: 08152305) as a Director.	In Favour 33 Against - Total 33	No. of members voted 33	No. of valid votes cast 233,939,707	No. of members voted 72	No. of valid votes cast 11,721,578	No. of members voted 105	No. of valid votes cast 245,661,285	100.00			
7	Appointment of Shri Surendra Mahotra (DIN: 00271508) as an Independent Director.	In Favour 33 Against - Total 33	No. of members voted 33	No. of valid votes cast 233,939,707	No. of members voted 72	No. of valid votes cast 11,721,578	No. of members voted 105	No. of valid votes cast 245,661,285	100.00			
8	Appointment of Shri Vinit Marwaha (DIN: 00051403) as an Independent Director.	In Favour 33 Against - Total 33	No. of members voted 33	No. of valid votes cast 233,939,707	No. of members voted 72	No. of valid votes cast 11,721,578	No. of members voted 105	No. of valid votes cast 245,661,285	100.00			



## UDAIPUR CEMENT WORKS LIMITED

22nd Annual General Meeting held on 09th August 2018 at 11.00 A.M.

## CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING &amp; BALLOT

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)	(3)	REMOTE E-VOTING		POLL AT AGM		TOTAL		%age of total valid votes	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		No. of Members	No. of invalid votes
(1)	(2)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	
9	Appointment of Shri Naveen Kumar Sharma (DIN: 08152305) as a Whole-time Director.	In Favour Against Total	32 - 32	233,913,707 - 233,913,707	72 - 72	11,721,578 - 11,721,578	104 - 104	245,635,285 - 245,635,285	100.00 - 100.00	-	-
10	Re-appointment of Shri Rohni Kumar Gupta (DIN: 00086630) as a Whole-time Director.	In Favour Against Total	33 - 33	233,939,707 - 233,939,707	70 - 70	11,721,477 - 11,721,477	103 - 103	245,661,184 - 245,661,184	100.00 - 100.00	-	-
11	Approval of Related Party Transactions with JK Lakshmi Cement Limited.	In Favour Against Total	20 - 20	7,933,826 - 7,933,826	68 - 68	11,721,474 - 11,721,474	88 - 88	19,655,300 - 19,655,300	100.00 - 100.00	-	-
12	Approval of Related Party Transactions with Hansdeep Industries & Trading Company Limited.	In Favour Against Total	20 - 20	7,933,826 - 7,933,826	68 - 68	11,721,474 - 11,721,474	88 - 88	19,655,300 - 19,655,300	100.00 - 100.00	-	-
13	Approval for Issue of Secured Non-Convertible Debentures of upto Rs. 200 Crore.	In Favour Against Total	33 - 33	233,939,707 - 233,939,707	72 - 72	11,721,578 - 11,721,578	105 - 105	245,661,285 - 245,661,285	100.00 - 100.00	-	-
14	Authorisation to the Board of Directors for borrowings upto an amount not exceeding Rs. 1000 Crore.	In Favour Against Total	32 - 32	233,939,387 - 233,939,387	72 - 72	11,721,578 - 11,721,578	104 - 104	245,660,965 - 245,660,965	100.00 - 100.00	-	-
15	Authorisation to the Board of Directors to create mortgage/charges on the properties of the Company in favour of the lenders upto an amount not exceeding Rs. 1000 Crore.	In Favour Against Total	32 - 32	233,939,387 - 233,939,387	72 - 72	11,721,578 - 11,721,578	104 - 104	245,660,965 - 245,660,965	100.00 - 100.00	-	-



**UDAIPUR CEMENT WORKS LIMITED**  
**22nd Annual General Meeting held on 09th August 2018 at 11.00 A.M.**  
**CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & BALLOT**

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)	REMOTE E-VOTING		POLL AT AGM		TOTAL		%age of total valid votes	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		No. of Members	No. of invalid votes
(1)	(2)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)

Note: 1. This is the Annexure referred to in Consolidated Scrutinizer's Report dated 09th August 2018 and forming part of that Report.

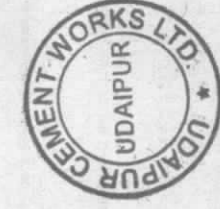
For Ronak Jhuthawat & Co.  
 Company Secretaries



*(Signature)*  
 Ronak Jhuthawat

Membership No. : F9738  
 Certificate of Practice No. 12094  
 Place : Shripatinagar  
 Date : 09th August 2018

Counter signed by  
 For UDAIPUR CEMENT WORKS LIMITED



*(Signature)*

**(Rohini Kumar Gupta)**  
 Whole-time Director  
 CFO & Company Secretary