

# UDAIPUR CEMENT WORKS LIMITED

(CIN: L26943RJ1993PLC007267)

Regd. Office: Shripati Nagar, P.O. CFA, Udaipur-313 021(Rajasthan)  
Secretarial Deptt.: Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg  
New Delhi-110 002

Email: [bkdaga@jkm.com](mailto:bkdaga@jkm.com), Website : [www.udaipurcement.com](http://www.udaipurcement.com)

Phone: 30179860, Fax: 91-11-23739475

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the  
Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions appended below are proposed to be passed by the Members through postal ballot / electronic voting (e-voting) as Special Resolutions, in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force):

**1. To consider and, if thought fit, to give assent or dissent to the following Special Resolution:**

"RESOLVED that pursuant to Sections 186 and 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification as or re-enactment(s) thereof for the time being in force) ("the Act") read with the relevant Rules made thereunder and the provisions of Clause 49 of the Listing Agreement entered into with BSE Limited and subject to other statutory approvals, consents, sanctions and permissions, as may be deemed necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to provide security by way of creation of mortgage and / or charge (by way of First exclusive charge over immovable and moveable fixed assets, both present and future, of Udaipur Cement Works Ltd. (UCWL) situated at Company's Plant i.e. Shripati Nagar, P.O. C.F.A. – 313 021, Distt.- Udaipur (Rajasthan), and Second charge on current assets, both present and future, of UCWL in favour of IDBI Trusteeship Services Ltd., acting as Debenture Trustee in respect of up to 4,750, Listed, Rated, Senior Secured Non-Convertible Debentures of ₹ 10 lac each aggregating up to ₹ 475 Crores (NCDs) being issued by Hansdeep Industries & Trading Company Limited ("HITCL"), a wholly owned subsidiary of JK Lakshmi Cement Limited, (to which the Company is also a subsidiary), proceeds whereof will be on lent by HITCL, to the Company by way of Inter-Corporate Loan, in one or more tranche(s), to part finance the cost of Rehabilitation of the Company, on the terms and conditions given in the explanatory statement hereto.

RESOLVED FURTHER that the Board be and is hereby authorised to finalise the terms and conditions of the security with the aforesaid Debenture Trustee and the documents for creating mortgage(s) and / or charge(s) as aforesaid.

RESOLVED FURTHER that the Board be and is hereby authorised to settle any question or difficulties that may arise in the matter of creation of the above security in the best interest of the Company, without requiring any further approval of the members and to do all acts, deeds and things as they deem necessary and / or expedient in connection therewith or incidental thereto."

**2. To consider and, if thought fit, to give assent or dissent to the following Special Resolution:**

“RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 18<sup>th</sup> August 2014, with respect to mortgaging and / or charging by the Board of Directors, consent of the Company be and is hereby accorded pursuant to Section 180(1)(a), 186 and 188 and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") 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, wheresoever situate and the whole or substantially the whole of any one or more of the undertakings of the Company, 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 advanced or agreed to be lent, granted and advanced to the Company and / or Hansdeep Industries & Trading Company Limited (HITCL), a wholly owned subsidiary of JK Lakshmi Cement Limited, to which the Company is also a subsidiary, or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company or HITCL for the purpose of financial assistance to be provided to the Company and / or HITCL 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 ₹ 750 Crores (Rupees Seven Hundred and Fifty crores only) 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 and / or HITCL 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 and / or HITCL in respect of the said Term Loans, Debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board be and is hereby authorised to finalize the terms and conditions with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees and the documents for creating mortgage(s) and / or charge(s) as aforesaid and to do all acts, deeds and things as they deem necessary and / or expedient in connection therewith and incidental thereto.

RESOLVED FURTHER that the Board be and is hereby authorised to settle any question or difficulties that may arise in the matter of the said creation of security as may be considered necessary or expedient in the best interest of the Company, without requiring any further approval of the members and to do all acts, deeds and things in connection therewith or incidental thereto.”

**By Order of the Board**

**Regd. Office:**

Shripati Nagar, PO: CFA  
Udaipur-313021(Rajasthan)  
22<sup>nd</sup> July 2015

**R.K. Gupta**  
Whole-time Director,  
CFO & Company Secretary

## NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the Resolutions is annexed herewith.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolution contained in the Notice dated 22<sup>nd</sup> July 2015 is being taken through Postal Ballot / E-voting.
3. The Company has appointed M/s. Ronak Jhuthawat & Co., Practicing Company Secretary (FCS 32924), as the Scrutinizer for conducting the Postal Ballot / E-voting in a fair and transparent manner.
4. The Notice is being sent to all the Members / Beneficiaries, whose names appear in the Register of Members / Record of Depositories as on 14<sup>th</sup> August 2015. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date.
5. In furtherance of the Go Green Initiative of the Government, Postal Ballot Notice is being sent to all the Members through e-mail, whose email-ids are registered with the Company / Depository Participants and to all other members by post/courier along with Postal Ballot Form.
6. In compliance with the provisions of Section 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement with BSE Ltd., the Company is pleased to offer E-voting facility as an option to all the Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. E-voting is optional for Members.
7. Please note that Members can opt for only one mode of voting i.e., through Postal Ballot or E-voting. In case of voting by both the modes, voting done through E-voting shall prevail and Postal Ballot Form of such Member will be ignored.
8. Members who have been sent this Notice electronically and who do not wish to avail e-voting facility organized by the Company through Central Depository Services (India) Ltd., may send a request to MCS Share Transfer Agent Ltd., the Registrar & Share Transfer Agent of the Company, at the email Id - admin@mcsdel.com, for obtaining the Postal Ballot Notice and Postal Ballot Form in physical form.
9. There will be one Postal Ballot Form / E-voting for every Folio / Client ID irrespective of the number of joint holders.
10. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
11. Members are requested to carefully read the instructions printed on the Postal Ballot Form (appended hereto), record their assent (for) or dissent (against) therein by filling necessary details and affixing their signature at the designated place in the Form and send the same duly completed in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer by 5.00 P.M. on or before 21<sup>st</sup> September 2015, being the last date for receipt of Postal Ballot Forms. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.

12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the Postal Ballot Forms (including E-voting) on or before 24<sup>th</sup> September 2015.
13. The Scrutinizer's decision on the validity of a Postal Ballot / E-voting will be final.
14. The Chairman and in his absence any person authorised by the Chairman will declare / announce the result of the Postal Ballot / E-voting on or before 25<sup>th</sup> September 2015. The date of declaration of the result of Postal Ballot / E-voting will be taken to be the date of passing of the resolution.
15. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.udaipurcement.com](http://www.udaipurcement.com) and on the website of CDSL and communicated to BSE Ltd.

### **STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **Item No. 1:**

The Company being under BIFR purview, is not able to raise funds *inter alia* for meeting its requirements of capital expenditure, upgradation and modernization of equipments, payment of the Trade Payables etc. At the request of the Company, Hansdeep Industries & Trading Company Limited, a Wholly Owned Subsidiary of JK Lakshmi Cement Limited, to which the Company is also a subsidiary ("HITCL"), has agreed to provide financial assistance of upto ₹ 475 Crores to the Company by way of inter corporate loans, in one or more tranches, from time to time.

The Company will be required to provide security by way of creation of mortgage and/or charge on the immovable and movable properties of the Company to secure the financing being obtained through HITCL, in favour of HITCL and/or its Lenders etc.

Pursuant to Section 186 of the Companies Act, 2013 ("the Act"), no Company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, without prior approval of the members by means of a Special Resolution passed through Postal Ballot.

In terms of the provisions of Companies Act, 2013 ("the Act") and the Clause 49 of the Listing Agreement ("Listing Agreement"), HITCL fall under the category of a related party of the Company. The Listing Agreement provides that all material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions. The provisions of the Listing Agreement consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per its last audited financial statements.

Accordingly, any material transactions between the Company and HITCL shall require approval of the shareholders of the Company by way of Special Resolution.

The relevant information is as follows:-

1	Name of Related Party	Hansdeep Industries & Trading Company Limited ("HITCL")
2	Name of Director or KMP who is related	None
3	Nature of relationship	HITCL being the fellow subsidiary, falls within the definition of "related party" of the Company under Section 2(76)(viii)(B) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.
4	Monetary value	The aggregate transaction(s) value shall not exceed ₹ 475 Crores.
5	Nature, material terms and particulars of contract / arrangement	The Company is required to provide security by way of creation of mortgage and / or charge on its immovable and moveable properties in favour of IDBI Trusteeship Services Ltd., acting as Debenture Trustee in respect of Non-Convertible Debentures up to ₹ 475 Crores (NCDs) being issued by HITCL, proceeds whereof will be on-lend by HITCL, to the Company by way of Inter-Corporate Loan, in one or more tranche(s), from time to time.
6	Any advance paid or received for the arrangement, if any,	NIL

The resolution is recommended for approval of the members by means of Special Resolution under the Act, in the best interest of the Company.

JK Lakshmi Cement Limited who is holding company of both HITCL & the Company and who directly holds in aggregate 22,27,75,000 (75.46%) Equity Shares of the Company may be deemed to be concerned or interested in the Special Resolution at item no. 1 and shall abstain from voting. Other related parties holding in aggregate 1,13,202 (0.04%) shares in the Company shall abstain from voting on such Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and / or their Relatives is in any way concerned or interested in the Resolution, except to the extent of their share holding in the Company: Shri O.N. Rai (1 share) & Shri R.K. Gupta (101 share). Further, they do not hold any shares in HITCL. This may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

#### **Item No. 2**

The Company at its Annual General Meeting held on 18<sup>th</sup> August 2014 had authorized the Board of Directors of the Company by way of Special Resolution under Section 180 (1) (a) of the Companies Act, 2013, 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 upto an amount not exceeding ₹ 600 Crores, in the aggregate. To meet the increasing requirements of funds as mentioned at Item

No. 1, it is considered necessary to raise the aforesaid limit to ₹ 750 Crores.

Pursuant to Section 186(3) of the Act, where the aggregate of the loans and investments so far made and the amount for which guarantee or security proposed to be made or given by the Board of Directors (the "Board") of a Company exceed the limits specified under Section 186(2) of the Act, no investment or loan is permitted to be made or given or guarantee / security permitted to be provided unless previously authorised by Members by way of Special Resolution passed through Postal Ballot. Further, pursuant to Section 188 of the Act read with applicable Rules and in terms of Clause 49 of the Listing Agreement, any material transactions between the Company and HITCL, a related party shall require approval of the shareholders of the Company by way of Special Resolution. The resolution is accordingly recommended for approval of the members by means of Special Resolution under the Act, in the best interest of the Company.

JK Lakshmi Cement Limited who is holding company of both HITCL & the Company and who directly holds in aggregate 22,27,75,000 (75.46%) Equity Shares of the Company may be deemed to be concerned or interested in the Special Resolution at item no. 2 and shall abstain from voting. Other related parties holding in aggregate 1,13,202 (0.04%) shares in the Company shall abstain from voting on such Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and / or their Relatives is in any way concerned or interested in the Resolution, except to the extent of their share holding in the Company: Shri O.N. Rai (1 share) & Shri R.K. Gupta (101 share). Further, they do not hold any shares in HITCL. This may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**By Order of the Board**

**Regd. Office:**

Shripati Nagar, PO: CFA  
Udaipur-313021(Rajasthan)  
22<sup>nd</sup> July 2015

**R.K. Gupta**  
Whole-time Director,  
CFO & Company Secretary

## **INSTRUCTIONS FOR VOTING**

### **Voting in Physical Form**

- (i) A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer by 5.00 P.M. on or before 21<sup>st</sup> September 2015. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
- (ii) Envelopes containing Postal Ballots, if sent by courier at the expense of the registered Member will also be accepted.
- (iii) The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
- (iv) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected.
- (v) The Postal Ballot Form should be completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company.
- (vi) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter,

together with attested specimen signature(s) of the authorised Signatory (ies).

- (vii) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- (viii) Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed postage prepaid envelope and any extraneous paper found in the envelope will be destroyed by the Scrutinizer.
- (ix) A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Point No.(i) above.

### **Voting through Electronic Mode**

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the period from 23<sup>rd</sup> August 2015 (10.00 A.M.) to 21<sup>st</sup> September 2015 (5.00 P.M.)
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in capital letters followed by number of Equity Share(s) of the Company held by them as on the cut-off date. In case the number of Equity Share(s) held are less than eight digits, enter the applicable number of "0" after the first two letters of name and before the number of Equity Shares held as on the cut-off date. For example: If your name is RAMESH KUMAR and number of Equity Shares held as on cut-off date are 250, then enter RA00000250 in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Udaipur Cement Works Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians: Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period begins on 23<sup>rd</sup> August 2015 at 10.00 A.M. and ends on 21<sup>st</sup> September 2015 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14<sup>th</sup> August 2015 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



# UDAIPUR CEMENT WORKS LIMITED

(CIN: L26943RJ1993PLC007267)

Regd. Office: Shripati Nagar, P.O. CFA, Udaipur-313 021(Rajasthan)  
Secretarial Deptt.: Gulab Bhawan, 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg  
New Delhi-110 002

Email: [bkdaga@jkm.com](mailto:bkdaga@jkm.com), Website: [www.udaipurcement.com](http://www.udaipurcement.com)

Phone: 30179860, Fax: 91-11-23739475

## POSTAL BALLOT FORM

1. Name and Address of the sole / first :  
named Shareholder
2. Name(s) of the joint holders, if any :
3. Registered Folio No. / DPID No. / :  
Client ID No.\*  
(\*Applicable to investors holding shares  
in dematerialized form)
4. No. of Equity Shares held :
5. I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 22<sup>nd</sup> July 2015, by sending my / our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Item. No.	Description of the Resolution	No. of Equity Shares for which vote cast	I/We Assent to the Resolution (For)	I/We Assent to the Resolution (Against)
1.	Consent of the Company by way of Special Resolution authorising the Board of Directors to provide security in respect of 4750, Listed, Rated, Senior, Secured, Non-convertible Debentures of ₹ 10 lacs each aggregating ₹ 475 Crores (NCDs) being issued by Hansdeep Industries & Trading Company Ltd.			
2.	Consent of the Company by way of Special Resolution authorising the Board of Directors to create mortgage / charges on the immovable and movable properties of the Company upto an amount not exceeding ₹ 750 Crores in respect of borrowings.			

Place:

Date

Signature of the Shareholder

### NOTES:

1. Please read carefully the instructions printed in the Notice of Postal Ballot before exercising the vote.
2. Last Date for receipt of Postal Ballot Forms by the Scrutinizer is Monday, 21<sup>st</sup> September 2015 by 5.00 P.M.