

**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

( 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN" , 11 , GEEJ GARH VIHAR , HAWA SARAK , JAIPUR - 302 019.

**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi)  
of the Companies (Management and Administration) Rules, 2014]*

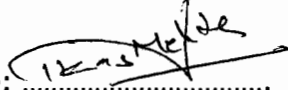
To,  
The Chairman of 18<sup>th</sup> Annual General Meeting of the members of **Udaipur Cement Works Limited**  
to be held on Monday, 18<sup>th</sup> August, 2014 at Hotel Maharani Palace, Station Road, Jaipur - 302 001  
Rajasthan.

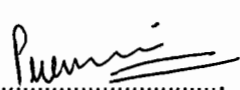
Dear Sir,

1. I, Manoj Maheshwari, Company Secretary in practice, have been appointed by the Company, "**Udaipur Cement Works Limited.**", Jaipur as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 18<sup>th</sup> Annual General Meeting [AGM] of the members of the Company, to be held on Monday, 18<sup>th</sup> August, 2014 at Hotel Maharani Palace, Station Road, Jaipur-302 001, Rajasthan.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rule related to voting through electronic means on the resolutions contained in the Notice to the 18<sup>th</sup> Annual General Meeting [AGM] of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from 10.00 A.M. on **Monday, August 11<sup>th</sup>, 2014** and ended at 05.30 P.M. on **Wednesday, August 13<sup>th</sup>, 2014.**
- ii. The members of the Company as on the cut-off date i.e. Friday, 18<sup>th</sup> July, 2014 were entitled to vote on the resolutions (Ordinary Business being Item No. 1 , 2 & 3 and Special Business being Item Nos. 4-10 as set out in the notice to the 18<sup>th</sup> AGM of the Company).
- iii. The votes cast were unblocked on Thursday, 14<sup>th</sup> August, 2014 in presence of 2 witnesses, Mr. Vikas Mehta & Ms. Purvi Maheshwari, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature:   
Name: Vikas Mehta

Signature:   
Name: Purvi Maheshwari

- iv. The total number of equity shares outstanding as on 18<sup>th</sup> July, 2014 were **29,52,05,280**. The details containing inter alia, total folios voted were 17, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. "<https://www.evotingindia.co.in>" and based on such reports generated, the result of the e-voting is as under:



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**ORDINARY BUSINESS**

**Item No. 1 :-**

**Ordinary Resolution** to receive, consider and adopt the Audited financial statements of the Company for the financial year 2012-14 ended 31<sup>st</sup> March, 2014 (18 months) and the Reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)

**Item No. 2 :-**

**Ordinary Resolution** to appoint a Director in place of Shri R. K. Gupta (DIN:00086630), who retires by rotation and being eligible offers himself for re-appointment.

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)

**Item No. 3 :-**

**Ordinary Resolution** to Re-appoint M/s. Om Prakash S. Chaplot & Co., Chartered Accountants, Udaipur, the retiring Auditors of the Company, who shall hold office from the conclusion of 18<sup>th</sup> Annual General Meeting until the conclusion of the 21<sup>st</sup> Annual General Meeting and to authorize the Board to fix their remuneration.

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)

**SPECIAL BUSINESS**

**Item No. 4 :-**

**Ordinary Resolution** to fix the remuneration of M/s. HMVN & Associates, the Cost Auditors to conduct the audit of cost records of the Company for the financial year 2014-2015 ending 31<sup>st</sup> March, 2015.

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)



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**Item No. 5 :-**

**Ordinary Resolution** to appoint Mr. O.N. Rai, as an Independent Director, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company.

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)

**Item No. 6 :-**

**Ordinary Resolution** to increase in the Authorised share capital of the Company from Rs. 125,00,00,000 (Rupees One hundred Twenty Five Crores only) to Rs. 200,00,00,000 (Rupees Two Hundred Crores only).

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)

**Item No. 7 :-**

**Special Resolution** to increase the borrowing powers of the company under Section 180(1)(c) of Companies Act, 2013 upto an amount not exceeding Rs. 600,00,00,000 (Rupees Six hundred Crores only).

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)

**Item No. 8 :-**

**Special Resolution** to authorize the Board of directors of the company to mortgage/ and or charge all immovable and movable properties, present and future of the company under Section 180(1)(a) of Companies Act, 2013 upto an amount not exceeding Rs. 600,00,00,000 (Rupees Six hundred Crores only).

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)



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**Item No. 9 :-**

**Special Resolution** to authorize the Board of directors of the company to create, offer, issue and allot Cumulative Redeemable Preference Shares at par for an aggregate value not exceeding Rs. 65,00,00,000 (Rupees Sixty five Crores only) to JK Lakshmi Cement Ltd.

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)

**Item No. 10 :-**

**Special Resolution** to appoint Shri R.K. Gupta (DIN:0086630) as Whole Time Director of the company with effect from 1<sup>st</sup> April, 2014.

Voted in favour of the resolution	Voted against the resolution	Total
227877600 (100%)	0 (0.00%)	227877600 (100%)

I am pleased to submit my report dated 14.08.2014 for your appropriate action and doing needful in the matter.

Thanking You,  
Yours faithfully



**CS Manoj Maheshwari,**  
**Scrutinizer**  
**FCS: 3355 C.P. No.: 1971**

**Place: Jaipur**  
**Date: 14.08.2014**