

UCWL:SECTL:SE:21
20th August 2021

BSE Limited

Department of Corporate Services,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400001.
Through BSE Listing Centre
Security Code: 530131

Dear Sir(s),

Re: Disclosure of Voting Results of the 25th Annual General Meeting of the Company held on 19th August 2021 through Video Conferencing


Further to our letter of even no. dated 15th July 2021, informing the date of Annual General Meeting (AGM) being held as under and the Cut-off date for e- voting respectively, we now send herewith the Voting Results (Consolidated: Remote E-voting & E-voting during the AGM) on the Resolutions forming part of the Notice of the 25th AGM of the Company held on Thursday, 19th August 2021 at 12.00 Noon through Video Conferencing ("VC") as Annexure-1, pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. It may be noted that all the Resolutions were duly passed at the AGM, with requisite majority.

We also send herewith a copy of the consolidated Report dated 19th August 2021 of Shri Ronak Jhuthawat (Certificate of Practice No. - 12094) 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.

This is for your information and records.

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

Yours faithfully,
For Udaipur Cement Works Limited,


(Poonam Singh)
Company Secretary &
Compliance Officer

Encl: a.a.

Cc : Central Depository Services (India) Ltd.
A Wing, Marathon Futurex, 25th Floor,
Mafatlal Mill Compound, N M Joshi Marg,
Lower Parel, Mumbai- 400 013



UDAIPUR CEMENT WORKS LIMITED

Annexure I

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

Date of the AGM/EGM	19/08/2021
Total number of shareholders on record date	74222
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	64

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 2021 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		225893537	100.00	225893537	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00
Public - Institutions	E-Voting		259248	30.67	259248	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	845324	259248	30.67	259248	0	100.00	0.00
Public - Non Institutions	E-Voting		15122827	17.86	15120598	2229	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	84670956	15122827	17.86	15120598	2229	99.99	0.01
Total		311409817	241275612	77.48	241273383	2229	100.00	0.00

Resolution No. 2	(Ordinary)	Re-appointment of Smt. Vinita Singhania (DIN: 00042983), who retires by rotation and being eligible, has offered herself for re-appointment.						
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		225893537	100.00	225893537	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00
Public - Institutions	E-Voting		259248	30.67	259248	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	845324	259248	30.67	259248	0	100.00	0.00
Public - Non Institutions	E-Voting		12586027	14.86	12583608	2419	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	84670956	12586027	14.86	12583608	2419	99.98	0.02
Total		311409817	238738812	76.66	238736393	2419	100.00	0.00

Resolution No. 3	(Ordinary)	Ratification of remuneration of M/s. HMVN & Associates, the Cost Accountants, to conduct the audit of the cost records of the Company for the Financial Year 2021-22.						
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		225893537	100.00	225893537	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00
Public - Institutions	E-Voting		259248	30.67	259248	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	845324	259248	30.67	259248	0	100.00	0.00
Public - Non Institutions	E-Voting		15122847	17.86	15096038	26809	99.82	0.18
	Poll							
	Postal Ballot (if applicable)							
	Total	84670956	15122847	17.86	15096038	26809	99.82	0.18
Total		311409817	241275632	77.48	241248823	26809	99.99	0.01



Resolution No. 4	(Special)	Re-appointment of Shri Naveen Kumar Sharma (DIN No: 08152305) as Whole-time Director of the Company for a period of three years w.e.f. 1st October 2021.						
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		225893537	100.00	225893537	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00
Public - Institutions	E-Voting		259248	30.67	259248	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	845324	259248	30.67	259248	0	100.00	0.00
Public - Non Institutions	E-Voting		15122847	17.86	15120173	2674	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	84670956	15122847	17.86	15120173	2674	99.98	0.02
Total		311409817	241275632	77.48	241272958	2674	100.00	0.00

Resolution No. 5	(Special)	Approval and adoption of the new set of Articles of Association 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		225893537	100.00	225893537	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00
Public - Institutions	E-Voting		259248	30.67	259248	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	845324	259248	30.67	259248	0	100.00	0.00
Public - Non Institutions	E-Voting		15122829	17.86	15120395	2434	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total	84670956	15122829	17.86	15120395	2434	99.98	0.02
Total		311409817	241275614	77.48	241273180	2434	100.00	0.00

Resolution No. 6	(Ordinary)	Entering into Material Related Party Transactions with JK Lakshmi Cement Limited, a Related Party, in connection with Company's Expansion Project, upto an amount not exceeding Rs. 1400 Crore in the aggregate, during the four Financial Years commencing from 1st April 2021 and ending on 31st March 2025.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes @						
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		756	0.00	756	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	225893537	756	0.00	756	0	100.00	0.00
Public - Institutions	E-Voting		259248	30.67	259248	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	845324	259248	30.67	259248	0	100.00	0.00
Public - Non Institutions	E-Voting		7545029	8.91	7542527	2502	99.97	0.03
	Poll							
	Postal Ballot (if applicable)							
	Total	84670956	7545029	8.91	7542527	2502	99.97	0.03
Total		311409817	7805033	2.51	7802531	2502	99.97	0.03

@ Related parties of the Company abstained from voting on the said Resolution.

Date: 20th August 2021

Place: New Delhi



For Udaipur Cement Works Limited

hh
(Poonam Singh)
Company Secretary & Compliance Officer
Authorized Person



RONAK JHUTHAWAT & CO.
Company Secretaries & Trademark Agent

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 Chairperson,
25th Annual General Meeting of the Members of
Udaipur Cement Works Limited
Shripati Nagar, CFA, P.O. Dabok
Udaipur -313022

Dear Madam,

Subject: 25th Annual General Meeting of the Equity Shareholders of Udaipur Cement Works Limited held on Thursday, 19th August, 2021 at 12:00 Noon through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

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 and e-voting during 25th Annual General Meeting (AGM) in a fair and transparent manner, in respect of resolutions as per attached Annexure-A transacted at the 25th AGM of the Shareholders of the Company, held on Thursday, 19th August, 2021 at 12:00 Noon through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

I submit my report as under:-

As per the General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 respectively issued by Ministry of Corporate Affairs and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, the validity of which has been extended till 31st December, 2021 in view of massive outbreak of COVID-19 pandemic, the said notification permit to hold AGM via Video Conferencing ("VC")/other Audio Visual Means ("OAVM"). As confirmed by the Company, notice dated 31st May 2021 was sent to the shareholders in respect of the resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the above mentioned circulars.



- A. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide and facilitate remote e-voting services 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.
- B. The Company had also provided e-voting facility to the shareholders those who attended the AGM through VC / OAVM and who had not cast their vote through remote e-voting earlier.
- C. The cut-off date for determining the eligibility of the members to vote by remote e-voting or e-voting at the AGM is Thursday, 12th August, 2021. As on "Cut-off" date i.e. 12th August, 2021, there were 74,222 (Seventy Four Thousand Two Hundred Twenty Two) shareholders.
- D. The remote e-voting facility started on Monday, 16th August, 2021 (10:00 A.M.) and ended on Wednesday, 18th August, 2021 (5:00 P.M.).
- E. The requisite advertisements 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 and in compliance with Ministry of Corporate Affairs Circular No. 20/2020 dated 5th May, 2020 were published in "Financial Express" (in English) (all editions) and in "Rashtrdoot" (in Hindi) (Udaipur edition) both on 12th July, 2021 and 17th July, 2021 respectively.
- F. The votes cast through remote e-voting and through e-voting were unblocked at 01:15 P.M. after conclusion of voting at the AGM held on Thursday, 19th August, 2021 in the presence of two witnesses who were not the employees of the Company.
- G. 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), and the votes cast by the members through VC / OAVM during AGM, the consolidated results of the remote e-voting and e-voting during AGM, on all items of the business transacted at the AGM held on Thursday, 19th August, 2021 are given in the Annexure-A enclosed herewith, forming part of this Report.



CONCLUSION

All the Resolutions mentioned in the AGM notice dated 31st May, 2021 under the remote e-voting and e-voting through VC / OAVM during Annual General Meeting have been passed with requisite majority.

Thanking you,

Yours faithfully,

**For Ronak Jhuthawat & Co.
Company Secretaries**



Ronak Jhuthawat
Proprietor
Membership No. FCS 9738 (COP No. 12094)
Peer Review No.: S2013RJ222900
Place: Udaipur
Date: 19th August, 2021
UDIN- F009738C000806941



Counter signed by
For Udaipur Cement Works Limited



(Poonam Singh)
Company Secretary and Compliance Officer
Authorised Person
Place: New Delhi

Annexure-A
UDAIPUR CEMENT WORKS LIMITED
25th Annual General Meeting held on 19th August, 2021 at 12:00 Noon (AGM) through Video Conferencing
CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & E-VOTING AT THE AGM

Item No. of Notice of AGM	Subject matter of the Resolution (In brief)		REMOTE E-VOTING		E-VOTING 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)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
1	Ordinary Resolution for consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.	In Favour	181	241,273,082	2	301	183	241,273,383	100.00	NIL	NIL
		Against	4	2,229	-	-	4	2,229	0.00		
		Total	185	241,275,311	2	301	187	241,275,612	100.00		
2	Ordinary Resolution for re-appointment of Smt. Vinita Singhania (DIN: 00042983), who retires by rotation and being eligible, has offered herself for re-appointment.	In Favour	171	238,736,092	2	301	173	238,736,393	100.00	NIL	NIL
		Against	10	2,419	-	-	10	2,419	0.00		
		Total	181	238,738,511	2	301	183	238,738,812	100.00		
3	Ordinary Resolution for ratification of remuneration of M/s. HMVN & Associates, the Cost Accountants, to conduct the audit of the cost records of the Company for the Financial Year 2021-22.	In Favour	176	241,248,522	2	301	178	241,248,823	99.99	NIL	NIL
		Against	10	26,809	-	-	10	26,809	0.01		
		Total	186	241,275,331	2	301	188	241,275,632	100.00		
4	Special Resolution for re-appointment of Shri Naveen Kumar Sharma (DIN No: 08152305) as Whole-time Director of the Company for a period of three years w.e.f. 1st October, 2021.	In Favour	174	241,272,657	2	301	176	241,272,958	100.00	NIL	NIL
		Against	12	2,674	-	-	12	2,674	0.00		
		Total	186	241,275,331	2	301	188	241,275,632	100.00		
5	Special Resolution for approval and adoption of the new set of Articles of Association of the Company.	In Favour	179	241,272,879	2	301	181	241,273,180	100.00	NIL	NIL
		Against	7	2,434	-	-	7	2,434	0.00		
		Total	186	241,275,313	2	301	188	241,275,614	100.00		
6	Ordinary Resolution for entering into Material Related Party Transactions with JK Lakshmi Cement Limited, a Related Party, in connection with Company's Expansion Project, upto an amount not exceeding Rs. 1400 Crore in the aggregate, during the four Financial Years commencing from 1st April 2021 and ending on 31st March 2025.	In Favour	170	7,802,230	2	301	172	7,802,531	99.97	NIL	NIL
		Against	5	2,502	-	-	5	2,502	0.03		
		Total	175	7,804,732	2	301	177	7,805,033	100.00		

Note : 1. This is the Annexure-A referred to in Consolidated Scrutinizer's Report dated 19th August, 2021 and forming part of that Report.
2. *E-voting during AGM is the facility provided to members of the Company to cast their votes through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

For Ronak Jhuthawat & Co.
Company Secretaries

Ronak Jhuthawat
Membership No. : FCS-9738
Certificate of Practice No.: 12094
Peer Review No.: S2013RJ222900
Udaipur, 19th August, 2021
UDIN- F009738C000806941



Counter signed by
For UDAIPUR CEMENT WORKS LIMITED

(Poonam Singh)
Company Secretary & Compliance Officer
Authorized Person
Place: New Delhi