

## NOTICE

NOTICE is hereby given that the **26<sup>th</sup> Annual General Meeting** of the Members of **UDAIPUR CEMENT WORKS LIMITED** will be held on Friday, the **12<sup>th</sup> August 2022 at 11.00 A.M.** Indian Standard Time, through **Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**, to transact the following business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shrivats Singhania (DIN: 02359242), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass, the following Resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, remuneration of M/s HMVN & Associates, the Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year 2022-23 commencing 1<sup>st</sup> April 2022, of ₹ 1.00 Lakh (Rupees One Lakh only) per annum, excluding GST as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the Cost Audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary and/or expedient to give effect to this Resolution.”

4. To consider and if thought fit to pass, the following Resolution as **Special Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulations 16, 17(1A) and other applicable provisions, if any, of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Surendra Malhotra (DIN: 00271508), who was appointed as an Independent Director of the Company for a term of five consecutive years upto 29<sup>th</sup> June 2023, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 3 (three) consecutive years w.e.f. 30<sup>th</sup> June 2023, not liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary and/or expedient to give effect to this Resolution.”

5. To consider and if thought fit to pass, the following Resolution as **Special Resolution:**

“RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 16 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Amb. Bhaswati Mukherjee (DIN: 07173244), who was appointed as an Independent Director of the Company for a term of three consecutive years upto 23<sup>rd</sup> January 2023, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years w.e.f. 24<sup>th</sup> January 2023, not liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary and/or expedient to give effect to this Resolution.”

6. To consider and if thought fit to pass, the following Resolution as **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulations 16, 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Vinit Marwaha (DIN: 00051403), who was appointed as an Independent Director of the Company for a term of five consecutive years upto 9<sup>th</sup> May 2023, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> May 2023, not liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary and/or expedient to give effect to this Resolution."

7. To consider and if thought fit to pass, the following Resolution as a **Special Resolution:**

"RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 17<sup>th</sup> August 2019, consent of the Company be and is hereby accorded pursuant to the provision of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), including any statutory modification or re-enactment thereof, for the time being in force to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as the 'Board') for borrowing moneys (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), in excess of the aggregate of paid-up share capital of the Company, Securities Premium and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary and/or expedient for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate ₹ 2,000

Crores (Rupees Two Thousand Crores only).

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may be deemed necessary and/or expedient to give effect to this Resolution."

8. To consider and if thought fit to pass, the following Resolution as a **Special Resolution:**

"RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 17<sup>th</sup> August 2019, consent of the Company be and is hereby accorded pursuant to the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), including any statutory modification or re-enactment thereof, for the time being in force 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, pertaining to any one or more of the Company's Units and any other undertaking of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said 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 or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount(s) not exceeding ₹ 2,000 Crores (Rupees Two Thousand 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 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 in respect of the said Term Loans,

Debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorized to finalise the terms and conditions with the Financial Institutions, Banks and other lending Institutions or Funds/ Lenders or Debenture Trustees and the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution"

9. To consider and if thought fit to pass, the following Resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act) read with Rules made thereunder and other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions including any statutory modification or re-enactment thereof, for the time being in force, and subject to such approval(s), consent(s) and permission(s) as may be required from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board"), to enter/continue to enter into Contract(s)/Arrangement(s)/Transaction(s), whether by way of an individual transaction or series of transactions or otherwise, with JK Lakshmi Cement Ltd., a Holding company and Related Party (JKLC) within the meaning of the aforesaid provisions of law, upto a limit of ₹ 1,500 Crore (Rupees Fifteen Hundred

Crores only) in the aggregate in each Financial Year, on an annual basis, for a period of five Financial Years commencing from 1<sup>st</sup> April 2022 and ending on 31<sup>st</sup> March 2027, in the ordinary course of Company's business and on an arm's length basis, in the nature of : (i) Sale and/or Purchase of Cement, Clinker and Petcoke/Coal, etc. and payment of Royalty charges; (ii) Availing of Financial and other support including by way of Corporate Guarantee (s) for loan taken by the Company in the normal course of business (other than the Expansion Project); and (iii) other transactions to meet its business objectives/ requirements, in the normal course of business, on such material terms and conditions as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof and as may be mutually agreed between JKLC and the Company from time to time, subject to requisite approval of the Audit Committee, in each relevant financial year(s).

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to take all necessary actions and to settle any question, difficulty or doubt may arise, without requiring to secure any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly under the authority of this Resolution, in each financial year; and to do all acts, deeds, matters and things as may be deemed necessary and/ or expedient to give effect to this Resolution, including power to delegate all or any of the powers herein conferred to any Officer of the Company or otherwise and to finalise, sign and execute necessary contracts, deeds, documents and writings on behalf of the Company."

Regd. Office: Shripati Nagar  
CFA, P.O: Dabok,  
Udaipur-313 022 (Rajasthan)

Date: 4<sup>th</sup> July, 2022

**By Order of the Board**

**Poonam Singh**  
Company Secretary &  
Compliance Officer

## NOTES:

- (1) The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of Item Nos. 3 to 9 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') of persons seeking re-appointment as Director are also annexed.
- (2) In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No.20/2020 dated 5<sup>th</sup> May 2020 read with General Circular No. 02/2022 dated 5<sup>th</sup> May 2022, allowed companies whose Annual General Meeting (AGM) are due in the year 2022, to conduct their AGMs on or before 31<sup>st</sup> December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ('MCA Circulars'). The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022. ('SEBI Circular'). In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 26<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 26<sup>th</sup> AGM shall be the Registered Office of the Company.
- (3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- (4) Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent at [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com).
- (5) The Members can join the AGM held through VC/OAVM fifteen (15) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Members (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (6) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All the documents referred to in this Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM.  
Members seeking to inspect such documents can send an e-mail to [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com).  
Further, Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 5<sup>th</sup> August 2022 through email at [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com). The same will be replied by the Company suitably.
- (7) Dispatch of Notice of AGM and Annual Report through electronic mode: In compliance with the

MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants ('DP') unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.udaipurcement.com](http://www.udaipurcement.com); website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited ('CDSL') at [www.evotingindia.com](http://www.evotingindia.com).

In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2021-22 and Notice of the 26<sup>th</sup> AGM of the Company, may send request to the Company's email address at [ucwl.investors@jkmil.com](mailto:ucwl.investors@jkmil.com) mentioning Folio No./DP ID and Client ID.

For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/DPID/Client ID and attaching a self-attested copy of PAN at [ucwl.investors@jkmil.com](mailto:ucwl.investors@jkmil.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

**(8) INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/ OVAM ARE AS FOLLOWS:**

- (A) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 in relation to e-Voting Facility provided by Listed Entities, the Company is pleased to provide Members, facility to exercise their right to vote at the 26<sup>th</sup> AGM by electronic means and the business may be transacted through remote e-voting services provided by CDSL. Remote e-voting is optional. The facility of E-voting shall also be made available at the AGM and Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right to cast vote during the AGM.

**(B) The instructions for Members for remote e-voting are as under:**

- (i) The remote e-voting period begins on Tuesday, 9<sup>th</sup> August 2022 (10:00 A.M.) and ends on Thursday, 11<sup>th</sup> August 2022 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 5<sup>th</sup> August 2022 i.e. cut-off date (Cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote on the date of AGM.

**(C) Login method for E-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on E-Voting facility provided by Listed Entities, E-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP), thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to register / update their mobile number and e-mail ID with their DPs in order to access e-Voting facility and/or attend the AGM.

Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs.

Login method for E-Voting and joining virtual meetings for Individual Members holding shares in Demat mode is given below:

Type of Members	Login Method
<p><b>Individual Members holding shares in Demat mode with CDSL</b></p>	<p><b>Users who have opted for CDSL Easi/Easiest facility:</b></p> <p>(i) Members, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>(ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, links are also provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p><b>Users who have not opted for CDSL Easi/Easiest facility:</b></p> <p>(i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>(ii) Alternatively, the user can directly access e-Voting page by providing his Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all other e-Voting Service Providers.</p>
<p><b>Individual Members holding shares in demat mode with NSDL</b></p>	<p><b>Users registered for NSDL IDeAS facility:</b></p> <p>(i) Open web browser by typing the URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</p> <p>(ii) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>(iii) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



Type of Members	Login Method
	<p><b>Users not registered for IDeAS e-Services:</b> Option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>Visit the e-Voting website of NSDL.</b></p> <p>(i) After successfully registering on IDeAS, Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>(ii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(iii) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p><b>Individual Members (holding Shares in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option.</p> <p>Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at aforementioned website.

Individual Members holding shares in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL may reach out to below helpdesk:

Login type	Helpdesk details
Individual Members holding shares in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll free number 1800225533.
Individual Members holding shares in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**(D) Login method for E-voting and joining virtual meeting by Members (other than Individual Members) holding shares in Demat mode & all Members holding shares in Physical mode**

The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on “Shareholders/Members” module.

Now enter your User ID

- (i) For CDSL: 16 digits beneficiary ID;
- (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- (iii) Members holding Shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEEST e-services, you can log-in at <https://www.cdslindia.com> from Login – New system Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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 e-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:

**For Members holding shares in Demat Form (other than Individuals) and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent (RTA) or contact Company/ RTA.
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's 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.

- (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, Member 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) If a demat account holder has forgotten the login password, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(9) Information and Instructions for Members attending the AGM through VC/OVAM are as under:**

(A) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. The link for VC/OAVM will be available in Shareholder/ Members login where the EVSN of Company will be displayed.

(B) Members are encouraged to join the Meeting through Laptops / IPads for better experience.

(C) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(D) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(E) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request on or before 5<sup>th</sup> August 2022 mentioning their name, demat account number/ folio number, registered email id and mobile number at [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com). The Members who do not wish to speak during the AGM but have queries may send their queries on or before 5<sup>th</sup> August 2022 mentioning their name, demat account number/folio number, email id and mobile number at [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com). These queries will be replied by the Company suitably.

(F) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during

the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

(G) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

(10) Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

**(11) Instructions for Members for e-Voting during the AGM are as under:-**

(a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

(b) Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

(c) If Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

(d) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(12) Other Common Instructions:**

(i) Facility for Non-Individual Members and Custodians – Remote E-Voting

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- 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 linked in the login 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.
- Alternatively, Non Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at [ucwl.investors@jkmil.com](mailto:ucwl.investors@jkmil.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (ii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

- (iii) The voting rights of Members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the Cut-off date and a person who is not a Member as on the Cut-off date should treat the Notice for information purpose only.
- (iv) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the Cut-off date may follow the same instructions as mentioned above for e-voting.
- (v) The Company has opted to provide the same

electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

- (vi) The Company has appointed Shri Ronak Jhuthawat (Certificate of Practice No. 12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice, as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- (vii) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website at [www.udaipurcement.com](http://www.udaipurcement.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the Stock Exchange. The results of the voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.
- (viii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date and who has not cast vote by remote e-voting, and being present at the AGM only shall be entitled to vote at the AGM.

**(13) The Register of Members and the Share Transfer Books of the Company shall remain closed from 5<sup>th</sup> August 2022 to 12<sup>th</sup> August 2022 (both days inclusive).**

**STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

The Board of Directors of the Company at its Meeting held on 17<sup>th</sup> May 2022, appointed M/s HMVN & Associates, Cost Accountants as the Cost Auditors, as recommended by the Audit Committee, to conduct the Cost audit of the cost records of the Company for the Financial Year 2022-23 commencing 1<sup>st</sup> April 2022 at a remuneration as mentioned in the Resolution.



Pursuant to Section 148 of the Companies Act, 2013, remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. The Resolution is accordingly recommended for approval of the Members by means of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Resolution.

#### **Item Nos. 4 to 6**

The Members of the Company at their Annual General Meeting ('AGM') appointed following Directors as Independent Directors of the Company pursuant to Section 149 of the Companies Act 2013 ("Act"):

- (i) Shri Vinit Marwaha (DIN:00051403), for a term of five (5) consecutive years w.e.f. 10<sup>th</sup> May 2018 to 9<sup>th</sup> May 2023, [AGM held on 9<sup>th</sup> August 2018];
- (ii) Shri Surendra Malhotra (DIN:00271508), for a term of five (5) consecutive years w.e.f. 30<sup>th</sup> June 2018 to 29<sup>th</sup> June 2023, [AGM held on 9<sup>th</sup> August 2018];
- (iii) Amb. Bhaswati Mukherjee (DIN:07173244) for a term of three (3) consecutive years w.e.f. 24<sup>th</sup> January 2020 to 23<sup>rd</sup> January 2023, [AGM held on 17<sup>th</sup> August 2020].

Accordingly, the present term of above Independent Directors will determine on 10<sup>th</sup> May 2023, 30<sup>th</sup> June 2023 and 24<sup>th</sup> January 2023 as mentioned above. The above Independent Directors are eligible for re-appointment as Independent Director of the Company for another term of upto five consecutive years on passing of a Special Resolution by the Company.

The Board of Directors, based on the skills, experience, expertise and contributions made during the first term as Independent Director and based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of Directors has re-appointed Shri Vinit Marwaha & Amb. Bhaswati Mukherjee for another term of five consecutive years each and Shri Surendra Malhotra for another term of three consecutive years as Independent Directors of the Company, subject to requisite approval of the Members.

The Company has received requisite consent from the above Independent Directors to act as Independent Directors and declarations confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations) and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. They have also confirmed that they are not disqualified to be re-appointed as Directors in terms of Section 164 of the Act and that they are not debarred from holding the office of Director by virtue of any SEBI order or order of any other Authority.

Shri Surendra Malhotra, aged 81 Years and Shri Vinit Marwaha, aged 70 Years would be attaining the age of 75 Years during his second term as Independent Director of the Company. Pursuant to Regulation 17(1A) of the Listing Regulations, the Company is also required to obtain approval of the Members by means of a Special Resolution for re-appointment of Shri Surendra Malhotra and continuation of directorship of Shri Vinit Marwaha, as Independent (Non-executive) Directors of the Company.

Brief profile of the said Independent Directors including their vast experience and knowledge is provided in the Annexure to the Notice.

In the opinion of the Board, the above Independent Directors fulfills conditions for re-appointment as an Independent Director as specified in the Act read with Rules made thereunder and the Listing Regulations and are independent of the Management. Further, they possess appropriate skills, experience and knowledge. Considering the contributions made during their existing tenure, the Board is of the opinion that their continued association would be in the best interest of the Company.

Copies of the draft letter of appointment of Shri Vinit Marwaha, Shri Surendra Malhotra and Amb. Bhaswati Mukherjee as Independent Directors setting out the terms and conditions of their re-appointment would be available for inspection by the Members at the Registered Office of the Company on all working days upto and including the date of the AGM. The said terms and conditions are also posted on the Company's website at [www.udaipurcement.com](http://www.udaipurcement.com).

Shri Vinit Marwaha, Shri Surendra Malhotra and Amb. Bhaswati Mukherjee may be deemed to be concerned or interested, financially or otherwise, in their respective Resolutions. None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in anyway concerned or interested, financially or otherwise, in the aforesaid Resolutions.

The Board recommends the Resolutions as set out at Item Nos. 4 to 6 of the Notice for approval of the Members by means of Special Resolutions.

#### **Item No. 7**

The Company at its Annual General Meeting held on 17<sup>th</sup> August 2019, had authorised the Board of Directors of the Company to continue borrow for the purposes of the Company, moneys in excess of paid-up capital of the Company, securities premium and its free reserves upto an amount not exceeding ₹ 1,500 Crore, at any point of time pursuant to Section 180(1)(c) of the Companies Act, 2013 (Act).

With a view to meet the increasing requirements of funds for expansion and other projects envisaged by the Company from time to time, it is considered necessary to increase the said borrowing limits to ₹ 2,000 Crore in the aggregate, at any point of time.

Pursuant to Section 180(1)(c) of the Act, the Board can exercise borrowing powers, in excess of the paid-up share capital of the Company, securities premium and its free reserves, with the approval of Members of the Company by way of a Special Resolution. The resolution is accordingly recommended for approval of the Members as aforesaid.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

#### **Item No. 8**

The Company at its Annual General Meeting held on 17<sup>th</sup> August 2019, had authorised the Board of Directors of the Company to continue 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 not exceeding ₹ 1,500 Crore, in the aggregate, pursuant to Section 180(1)(a) of the Companies Act 2013 (Act).

With a view to meet the increasing requirements of funds for expansion and other projects envisaged by the Company from time to time, it may have to resort to further borrowings from financial and other lending institutions upto a limit of ₹ 2,000 Crore in the aggregate, at any point of time. As security for such borrowings, the immovable and movable properties of the Company pertaining to any one or more of its units may have to be mortgaged/charged in favour of Financial and other lending institutions/Lenders/Debenture Trustees.

Pursuant to Section 180(1)(a) of the Act, the Board can exercise power to create mortgage and/or charge on the

immovable and movable properties of the Company, with the approval of Members of the Company by way of a Special Resolution. The resolution is accordingly recommended for approval of the Members as aforesaid.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

#### **Item No. 9**

The Securities and Exchange Board of India (SEBI) vide its notification dated 9<sup>th</sup> November 2021 has notified amendments in Regulation 23 of the SEBI (Listing Obligations and Disclosure) Requirements, 2015 pertaining to Related Party Transactions (RPTs). The aforesaid amendments, *inter alia*, included replacing the then threshold i.e. 10% of the listed entity's consolidated turnover, for determination of Material RPTs requiring Members' approval, with the threshold of lower of ₹ 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The aforesaid amendment is applicable with effect from 1<sup>st</sup> April 2022.

It may be recalled that the Company had obtained approval of the Members at the following Annual General Meetings of the Company (AGM) for entering into Material RPTs with JK Lakshmi Cement Limited, Holding company (JKLC): (a) AGM held on 17<sup>th</sup> August 2019: RPTs upto a limit of ₹ 1,500 Crore in the aggregate, in each Financial Year from the Financial Year 2019-20 and onwards, in the ordinary course of the Company's business; and (b) AGM held on 19<sup>th</sup> August 2021: RPTs upto an amount not exceeding ₹ 1,400 Crore in the aggregate, during four Financial Years commencing from 1<sup>st</sup> April 2021 and ending on 31<sup>st</sup> March 2025, in connection with Company's new Expansion Project, subject to requisite approval of the Audit Committee of the Directors of the Company in the relevant financial year(s).

SEBI vide its Circular dated 22<sup>nd</sup> November 2021, *inter alia*, specified that while seeking approval of the Audit Committee and Members, particular tenure of the proposed RPT will have to be specified. Further, SEBI vide its Circular dated 8<sup>th</sup> April 2022, has clarified that the Omnibus approval of Members of RPTs taken at the AGM shall be valid upto the date of the next AGM. Therefore, the approval obtained as mentioned in para (a) above, for an unspecified Tenure (open ended : Financial Year 2019-20 and onwards), shall be deemed to be valid upto the date of this AGM and accordingly,

fresh approval of the Members is required. However, the other approval obtained for Company's Expansion Project, being for specific four Financial Years, shall remain valid [refer para (b) above].

It is therefore proposed to seek fresh Members' approval for RPTs entered / to be entered into with JKLC upto a limit ₹ 1,500 Crore in the aggregate, in each Financial Year, on an annual basis, for a period of five Financial Years commencing from 1<sup>st</sup> April 2022 and ending on 31<sup>st</sup> March 2027, in order to secure continuity of operations and for the reasons explained above. Above annual limit for RPTs in each Financial Year, w.e.f 1<sup>st</sup> April 2022, shall be over and above the RPTs of ₹ 1,400 Crore, already approved by the Members of the Company at their AGM held on 19<sup>th</sup> August, 2021.

Relevant information pertaining to proposed Material RPTs as required under aforesaid SEBI's Circular dated 22<sup>nd</sup> November 2021 is given below:

- (a) Name of Related Party and nature of relationship including concern or interest (financial or otherwise): JK Lakshmi Cement Ltd., Holding company and Promoter of the Company (JKLC).
- (b) Type, material terms and particulars of the proposed transaction: Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segment that the Company operates, in the nature of (i) Sale and/or Purchase of Cement, Clinker and Petcoke/Coal, etc. and payment of Royalty charges; (ii) Availing of Financial and other support including by way of Corporate Guarantee (s) for loan taken by the Company in the normal course of business (other than the Expansion Project); and (iii) other transactions to meet its business objectives/ requirements such as availing/rendering of services, recovery/ reimbursement of expenses and transfer of resources, services or obligations, in the normal course of business. The transactions will be at an arm's length basis.

- (c) Tenure and value of the proposed transaction: Five Financial Years commencing from 1<sup>st</sup> April 2022 and ending on 31<sup>st</sup> March 2027, such that the monetary value of all the above transactions, individually or taken together, during each Financial Year does not exceed ₹ 1,500 Crore.
- (d) Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction and that of the Subsidiary's annual turnover on a standalone basis: Not Applicable, since the Company does not have any subsidiary company. However, approx. 170% of the Company's annual turnover on a standalone basis for the Financial Year 2021-22.
- (e) **Justification:** The Material RPTs mentioned in the Resolution, being of operational and critical nature, play a significant role in the Company's business. The transactions shall be undertaken with a view to ensure continuity of existing operations, achieving synergies and economies of scale, reducing operational and logistics costs, etc. and thus, are in the best interest of the Company.
- (f) Details of the valuation or other external party report, if any relied upon: Not Applicable.

The proposed Material RPTs have been approved by the Audit Committee and Board of Directors of the Company. The Board recommends the Resolution as set out at Item No. 9 of the Notice for approval of the Members by means of an Ordinary Resolution.

Smt. Vinita Singhania, Chairperson of the Company who is also Vice Chairman & Managing Director of JKLC and her relatives may be deemed to be concerned or interested, financially or otherwise, in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company and/or their relatives, are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Regd. Office: Shripati Nagar  
CFA, P. O. : Dabok,  
Udaipur-313 022 (Rajasthan)

Date: 4<sup>th</sup> July, 2022

**By Order of the Board**

**Poonam Singh**  
Company Secretary &  
Compliance Officer

## Annexure to the Notice

Details of the Directors proposed to be re-appointed, are given hereunder:

<b>Name</b>	<b>Shri Shrivats Singhania</b>	<b>Shri Surendra Malhotra</b>	<b>Shri Vinit Marwaha</b>	<b>Amb. Bhaswati Mukherjee</b>
<b>DIN</b>	<b>02359242</b>	<b>00271508</b>	<b>00051403</b>	<b>07173244</b>
<b>Age (in years)</b>	<b>38</b>	<b>81</b>	<b>71</b>	<b>69</b>
Qualification & Experience (including expertise in specific functional areas)	Graduate in B.Sc. (Hons. in Business and Management) from IILM, New Delhi associated with Bradford University, U.K. and an Associate of Arts from Landmark College, Putney, VT (USA). He has had extensive training in different positions & levels and gained a diversified and rich business experience of more than 11 years including in cement manufacturing activities in JK Group companies.	Mechanical Engineer with Post Graduate Management qualification from West Germany. He was formerly the Managing Director of Orissa Synthetics Limited.	Commerce Graduate. Vast experience in field of Taxation and Corporate matters.	M.A. (History), University of Delhi, Degree (Superior) in French History and Civilization, Sorbonne, University, Paris. Former Ambassador of India to the Netherlands. Engaged in high level and effective Bilateral and Multilateral diplomacy on behalf of India. Visiting Professor in various Indian Universities.
Date of Appointment on the Board	30 <sup>th</sup> June 2018	30 <sup>th</sup> June 2018	10 <sup>th</sup> May 2018	24 <sup>th</sup> January 2020
Directorships held in other public companies as on the date of this AGM Notice. (as per Section 165 of the Act, excluding private and other companies) *Listed Entities	Param Shubham Vanijya Ltd.	(i) J.K.Fenner (India) Ltd. (ii) Sidhivinayak Trading and Investment Ltd. (iii) Param Shubham Vanijya Ltd. (iv) JK Insurance Brokers Ltd. (v) JK Credit & Finance Ltd. (vi) Global Strategic Technologies Ltd. (vii) Sago Trading Ltd.	(i) Enviro Tech Ventures Ltd. (ii) Saptrishi Consultancy Services Ltd. (iii) Pranav Investment (M.P.) Company Ltd. (iv) Hansdeep Industries & Trading Co.Ltd.	(i) Jindal Stainless Ltd.* (ii) JK Lakshmi Cement Ltd.* (iii) LNG Petronet Ltd.*
Memberships / Chairmanships of committees of other public companies [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	NIL	Membership: (i) J.K.Fenner (India) Ltd. - Audit Committee (ii) Sago Trading Ltd. -Audit Committee Chairmanship: J.K. Fenner (India) Ltd. - Stakeholders Relationship Committee	Membership: Hansdeep Industries & Trading Co.Ltd. - Audit Committee	Membership: Petronet LNG Ltd. - Stakeholders' Relationship Committee



<b>Name</b>	<b>Shri Shrivats Singhania</b>	<b>Shri Surendra Malhotra</b>	<b>Shri Vinit Marwaha</b>	<b>Amb. Bhaswati Mukherjee</b>
Listed entity from which the Director has resigned in last three years	Nil	Nil	Nil	Nil
Number of Equity Shares held in the Company	3,10,000	Nil	Nil	Nil
No. of Board Meetings attended during the Financial Year 2021-22	Four	Four	Four	Four
Terms & conditions of re-appointment	The terms and conditions of re-appointment including remuneration of Shri Singhania as Executive Director of the Company are as approved by the Members at the Annual General Meeting held on 17 <sup>th</sup> August 2020	Please refer details given at Item Nos. 4 to 6 in the Statement pursuant to Section 102 of the Act.	Please refer details given at Item Nos. 4 to 6 in the Statement pursuant to Section 102 of the Act.	Please refer details given at Item Nos. 4 to 6 in the Statement pursuant to Section 102 of the Act.
Details of remuneration last drawn	Please refer Corporate Governance Report section of the Annual Report for the FY 2021-22			
Remuneration proposed to be paid	Please refer Corporate Governance Report	Sitting Fees for attending the Board and Committee Meetings and Commission on Net Profits, if any.	Sitting Fees for attending the Board and Committee Meetings and Commission on Net Profits, if any.	Sitting Fees for attending the Board Meetings and Commission on Net Profits, if any.
Relationships with other Directors /KMP	Shri Shrivats Singhania is son of Smt. Vinita Singhania.	Nil	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Shri Malhotra possess skills and capabilities relating to strategic expertise and commercial experience identified by the Board in the context of Company's business.	Shri Vinit Marwaha possess skills and capabilities relating to finance, accounting, taxation and Corporate matter identified by the Board in the context of Company's business.	Amb. Mukherjee possess skills and capabilities relating to Community Service, Sustainability and Corporate Social Responsibility identified by the Board in the context of Company's business.

## FOR ATTENTION OF THE MEMBERS

(1) Members are requested to intimate and/or update changes, if any, pertaining to their name and KYC details such as postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- a. **For shares held in electronic form:** to their Depository Participants (DPs)
- b. **For shares held in physical form:** to the Company's Registrar and Transfer Agent (RTA), MCS Limited (Unit: Udaipur Cement Works Limited), Kind Attention: Shri Ajay Dalal, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020, e-mail:admin@mcsregistrars.com, Ph: 011-41406149-50 in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November 2021. The Company has already sent letters for furnishing the required details to RTA. Members may access the said Letter and relevant Forms available on the website of the Company at <https://udaipurcement.com/information-to-shareholders/>.

Members may note that effective from 1<sup>st</sup> January 2022, any service request or complaint received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. The Folios wherein any of the above cited documents/ details are not available on or after 1<sup>st</sup> April 2023, shall be frozen by RTA. Frozen Folios shall be converted to normal status upon receipt of the above documents/ details or dematerialization of Shares.

- (2) Members may note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company at <https://udaipurcement.com/information-to-shareholders/>. It may be noted that any service request can be processed only after the Folio is KYC compliant.
- (3) Investor Grievances can be lodged electronically with the RTA. Please log on to [www.mcsregistrars.com](http://www.mcsregistrars.com) and click on Investors Services to register your queries/ grievances which will be promptly responded by the RTA. Please write to the Company Secretary at Secretarial Department at Gulab Bhawan (Rear Block), 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002 or E-mail: [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com) in case RTA's response is not received within a week's time.
- (4) **Nomination:** Pursuant to Section 72 of the Companies Act, 2013 and relevant SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://udaipurcement.com/physical-shareholder/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
- (5) SEBI vide its notification dated 24<sup>th</sup> January 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company's RTA for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE225C01029.
- (6) Members are requested to quote their Folio No./ DPID- Client ID and details of shares held in physical/dematerialised forms, e-mail IDs and Telephone/Fax Nos. for prompt reply to their communications.

