



NOTICE

NOTICE is hereby given that the **27th Annual General Meeting** of the Members of **UDAIPUR CEMENT WORKS LIMITED** will be held on Thursday, the **17th August 2023 at 2.00 pm.** Indian Standard Time, through **Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Naveen Kumar Sharma (DIN: 08152305), who retires by rotation and being eligible, offers himself for re appointment.

Special Business

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 2023-24 commencing 1st April 2023, of ₹ 1.25 Lakh (Rupees One Lakh and Twenty Five Thousand 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 Section 203 and other applicable provisions of the

Companies Act, 2013 (Act), if any, read with relevant Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and as recommended by Nomination and Remuneration Committee and Board of Directors of the Company at their respective Meetings held on 31st January 2023, in partial modification of the Special Resolution passed by the Members of the Company at their Annual General Meeting held on 17th August 2020 (AGM), approval of the Members be and is hereby accorded to re-designate Shri Shrivats Singhania as Director & Chief Executive Officer, with effect from 31st January 2023 till 31st March 2025 i.e., till the completion of his tenure on the existing salary and other terms and conditions as already approved by the Members in the aforesaid AGM.'

RESOLVED FURTHER that all other terms and conditions of the Special Resolution passed by the Members of the Company at their AGM held on 17th August 2020 remain unchanged.

RESOLVED FURTHER that the Board of Directors including any Committee thereof of the Company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary and/or expedient and to settle any question or difficulty in connection therewith and incidental thereto to give effect to this Resolution."

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

"RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 12th August 2022, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members 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') 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, securities



premium and 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 ₹ 3,000 Crore (Rupees Three Thousand Crore only).

RESOLVED FURTHER that the Board of the Company be and is hereby authorized to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution, including but not limited to settle any question or difficulty in connection therewith and incidental thereto."

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

"RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 12th August 2022, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, consent of the Members 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 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/or any other Undertakings of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said Units and/or

Undertakings of the Company, to or in favour of any Financial Institution, Bank and other Lending Institution or Fund, Trustee 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 ₹ 3,000 Crore (Rupees Three Thousand Crore 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 Loans, Debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board of the Company, be and is hereby authorised 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, including but not limited to settle any question or difficulty in connection therewith and incidental thereto."

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

Date: 4th July 2023

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 No(s). 3 to 6 of the Notice set out above, is annexed hereto.
- (2) Pursuant to the General Circular No. 20/ 2020 dated 5th May 2020 read with other relevant circulars including 11/ 2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/ 2023/4 dated 5th January 2023 issued by Securities and Exchange Board of India ("SEBI") read together with other circulars issued by SEBI in this regard (collectively to be referred to as "SEBI Circulars"), the Company is convening the 27th Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members. The deemed venue for the AGM will 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
- (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 this 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
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 10th August 2023 through email at 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 Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depository Participants ('DP') unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at www.udaipurcement.com; website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/>. Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited ('CDSL') at <https://www.evotingindia.com/>.
In case any Member is desirous of obtaining hard



copy of the Annual Report for the Financial Year 2022-23 and Notice of the 27th AGM of the Company, may send request to the Company's email address at ucwl.investors@jkm.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@jkm.com or admin@mcsregistrars.com

(8) The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the Director seeking re-appointment under Item No. 2 of the Notice is given hereunder:

Name	Shri Naveen Kumar Sharma
DIN	08152305
Age (Years)	56
Qualification & Experience (including expertise in specific functional areas)	holds a Master's Degree in Manufacturing Management (from BITS-Pilani) and in Mathematics (from Rajasthan University-Jaipur) in addition to Post Graduate Diploma in Environmental Studies (from Rajasthan University-Jaipur) and Post Diploma in Industrial Safety (from Regional Labour Institute (RLI), GOI, Kanpur). Shri Naveen Kumar Sharma has more than 30 years of experience of Cement, Steel and Power Industry in the areas of Developing Green Field Projects, Operations, Process Optimization, CSR, Environmental and Safety Management.
Date of Appointment on the Board	30 th June 2018
Directorships held in other public companies (as per Section 165 of the Act, excluding private and other companies)	NIL
Memberships/Chairmanships of committees of other public companies includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the Listing Regulations	NIL
Listed entity from which the Director has resigned in last three years	NIL
Number of Equity Shares held in the Company	NIL
No. of Board Meetings attended during the Financial Year 2022-23	Four
Terms & conditions of re-appointment & Remuneration proposed to be paid	The terms and conditions of re-appointment including remuneration of Shri Naveen Kumar Sharma as Whole-time Director of the Company are as approved by the Members at the Annual General Meeting held on 19 th August 2021.
Details of Remuneration last drawn	Please refer Corporate Governance Report Section of the Annual Report for the FY 2022-23
Relationships with other Directors /KMP	NIL



(9) 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 and Regulation 44 of the SEBI Listing Regulations, and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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 27th AGM by electronic means and the business may be transacted through remote e-voting (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 Friday, 11th August 2023 (10:00 A.M.) and ends on Wednesday, 16th August 2023 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 10th August 2023 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 Remote e-voting (E-Voting) and joining virtual meeting for Individual Members holding shares in demat mode:

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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 which are mandatory 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.

Type of Members	Login Method
<p>Individual Members holding shares in Demat mode with CDSL</p>	<p>Users who have opted for Easi/Easiest faculty:</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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>(ii) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>



Type of Members	Login Method
	<p>Option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page.</p> <p>The system will authenticate the user by sending OTP on registered Mobile & 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 e-Voting Service Providers.</p>
<p>Individual Members holding shares in dematmode with NSDL</p>	<p>If user already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> (i) Open web browser by typing the following URL: https://eservices.nsd.com 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. (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. (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 & voting during the meeting. <p>Users not registered for IDeAS e-Services:</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL.</p> <ol style="list-style-type: none"> (i) After successfully registering on IDeAS, Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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. (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. (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 & voting during the meeting.



Type of Members	Login Method
Individual Members (holding Shares in demat mode) login through their Depository Participants (DPs)	<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 & 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 abovementioned website(s).

Helpdesk for 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

(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.

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.
- (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 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/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 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, 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 the relevant for Udaipur Cement Works Limited Ltd.
 - (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.
- (10) 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 10th August 2023 mentioning their name, demat account number/folio number, registered email id and mobile number at 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 10th August 2023 mentioning their name, demat account number/folio number, email id and mobile number at 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.

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

(12) 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.

(13) 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 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.
- 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 will be mapped automatically and can be delink in case of any wrong mapping.
- 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@jkm.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, under help section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.



- (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 and on the website of CDSL 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 10th August 2023 to 17th August 2023 (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 11th May 2023, 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 2023-24 commencing 1st April 2023 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 No. 4

In view of the enhanced role and responsibilities handled by Shri Shrivats Singhania in the past for the growth and development of the Company, the Board of Directors of the Company ("Board") at its meeting held on 31st January 2023 based on the recommendation of Nomination & Remuneration Committee re-designated Shri Shrivats Singhania, from Executive Director to Director & Chief Executive Officer and also designated him as Whole-time Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013 ("Act") on the existing salary and other terms and conditions as approved by the Member of the Company at their Annual General Meeting held on 17th August 2020.

Shri Shrivats Singhania for himself, Smt. Vinita Singhania as a Director and relative of Shri Shrivats Singhania and their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the 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.



The Resolution is accordingly recommended for approval of the Members by means of Special Resolution.

Item No. 5

The Members of the Company at its Annual General Meeting held on 12th August 2022, had authorised the Board of Directors of the Company to continue to borrow for the purposes of the Company, moneys in excess of paid-up share capital of the Company, securities premium and its free reserves upto an amount not exceeding ₹ 2,000 Crore, at any point of time pursuant to Section 180(1)(c) of the Companies Act, 2013 (Act).

As on date, the actual sanctioned borrowing limits to the Company (inclusive of undrawn limits) by various Lenders / Financial Institutions are approx. ₹ 1,732 Crore, which is within the limit of ₹ 2,000 Crore approved by the Members of the Company at their AGM held on 12th August 2022.

With a view to meet the increasing requirements of funds for additional Working Capital post commissioning of expansion Project and additional Capex for various cost saving Projects of the Company together with other growth opportunities including Expansion Projects envisaged by the Company from time to time, it is considered necessary to increase the said borrowing limits to ₹ 3,000 Crore in the aggregate outstanding, 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 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. 6

The Members of the Company at its Annual General Meeting held on 12th August 2022, 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 ₹ 2,000 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 additional Working Capital post commissioning of expansion Project and additional Capex for various cost saving Projects of the Company together with other growth opportunities including Expansion 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 ₹ 3,000 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/Debtenture Trustee.

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 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.

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

Date: 4th July, 2023

By Order of the Board

Poonam Singh
Company Secretary &
Compliance Officer



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), 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-PoD-1/P/CIR/2023/37 dated 16th March 2023. 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/physical-shareholder/>

Members may note that effective from 1st October 2023, 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 1st October 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 25th 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/physical-shareholder/>. 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 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), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002 or E-mail: ucwl.investors@jkmil.com in case RTA's response is not received within a week's time.
- (4) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the RTA, the details of such folios together with the Share Certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of Share Certificates shall be processed in dematerialized form.
- (5) 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.
- (6) SEBI vide its notification dated 24th 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.
- (7) SEBI vide its circular dated 30th May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its shareholders(s) / investor(s). The said circular is available on the website of the Company at www.udaipurcement.com.
- (8) 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.

