

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L26943RJ1993PLC007267

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACU8858M

(ii) (a) Name of the company

UDAIPUR CEMENT WORKS LIM

(b) Registered office address

Shripati Nagar, CFA
PO: Dabok
Udaipur
Rajasthan
313022

(c) *e-mail ID of the company

ucwl.investors@jkm.com

(d) *Telephone number with STD code

02942655077

(e) Website

www.udaipurcement.com

(iii) Date of Incorporation

15/03/1993

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 12/08/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JK LAKSHMI CEMENT LIMITED	L74999RJ1938PLC019511	Holding	72.54

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	710,000,000	311,409,817	311,409,817	311,409,817
Total amount of equity shares (in Rupees)	2,840,000,000	1,245,639,268	1,245,639,268	1,245,639,268

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	710,000,000	311,409,817	311,409,817	311,409,817
Nominal value per share (in rupees)	4	4	4	4
Total amount of equity shares (in rupees)	2,840,000,000	1,245,639,268	1,245,639,268	1,245,639,268

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	5,006,600	506,600	506,600	506,600
Total amount of preference shares (in rupees)	1,160,000,000	710,000,000	710,000,000	710,000,000

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
5% Cumulative Redeemable Preference Shares (CF)				
Number of preference shares	6,600	6,600	6,600	6,600
Nominal value per share (in rupees)	100,000	100,000	100,000	100,000
Total amount of preference shares (in rupees)	660,000,000	660,000,000	660,000,000	660,000,000
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
6% Optionally Convertible Cumulative Redeemable				
Number of preference shares	5,000,000	500,000	500,000	500,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	500,000,000	50,000,000	50,000,000	50,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,903,168	309,506,649	311409817	1,245,639,2	1,245,639,;	
Increase during the year	0	52,737	52737	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		52,737	52737			
Dematerialisation						
Decrease during the year	52,737	0	52737	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	52,737		52737			
Dematerialisation						
At the end of the year	1,850,431	309,559,386	311409817	1,245,639,2	1,245,639,;	
Preference shares						

At the beginning of the year	0	506,600	506600	710,000,000	710,000,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	506,600	506600	710,000,000	710,000,000	

ISIN of the equity shares of the company

INE225C01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		19/08/2021	
Date of registration of transfer (Date Month Year)		02/08/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	4
Ledger Folio of Transferor		00001330	
Transferor's Name	RAJESH	NANALAL	TALATI
	Surname	middle name	first name
Ledger Folio of Transferee		00012324	
Transferee's Name	RAJESH	NANALAL	TALATI
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		02/08/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	400	Amount per Share/ Debenture/Unit (in Rs.)	4

Ledger Folio of Transferor		00007507	
Transferor's Name	KALPANA A		DELIWALA
	Surname	middle name	first name
Ledger Folio of Transferee		00012323	
Transferee's Name	ASHOK	CHIMANLAL	DELIWALA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		02/08/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	500	Amount per Share/ Debenture/Unit (in Rs.)	4

Ledger Folio of Transferor		00010395	
Transferor's Name	NAYA BHARAT	KUMAR	KABRAWALA
	Surname	middle name	first name
Ledger Folio of Transferee		00012325	
Transferee's Name	SAMIR	BHARATKUMAR	KABRAWALA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		02/08/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	300	Amount per Share/ Debenture/Unit (in Rs.)	4

Ledger Folio of Transferor		00003945	
Transferor's Name	DAULAT	RAM	DEMBLA
	Surname	middle name	first name
Ledger Folio of Transferee		00012326	
Transferee's Name	RAJEEV	KUMAR	DEMBLA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		18/09/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	200	Amount per Share/ Debenture/Unit (in Rs.)	4

Ledger Folio of Transferor		00001969	
Transferor's Name	DEVI	SINGH	BHARGAVA
	Surname	middle name	first name
Ledger Folio of Transferee		00012327	
Transferee's Name	DEVI	SINGH	BHARGAVA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		01/11/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	300	Amount per Share/ Debenture/Unit (in Rs.)	4

Ledger Folio of Transferor		00003497	
Transferor's Name	BHAGWATI	DEVI	CHIRANIA
	Surname	middle name	first name
Ledger Folio of Transferee		00012328	
Transferee's Name	ARUN	KUMAR	CHIRANIA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		01/11/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1,600	Amount per Share/ Debenture/Unit (in Rs.)	4

Ledger Folio of Transferor		00009987	
Transferor's Name	MADANLAL		RATHI
	Surname	middle name	first name
Ledger Folio of Transferee		00012329	
Transferee's Name	GAYA TRIBEN	MADANLAL	RATHI
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	3,500	1000000	3,500,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			3,500,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	3,500,000,000	0	3,500,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

8,759,733,895

(ii) Net worth of the Company

2,945,490,483

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	225,893,537	72.54	506,600	100
10.	Others	0	0	0	0
	Total	225,893,537	72.54	506,600	100

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	71,423,815	22.94	0	0
	(ii) Non-resident Indian (NRI)	744,111	0.24	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	35,084	0.01	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	86,541	0.03	0	0
6.	Foreign institutional investors	479,321	0.15	0	0
7.	Mutual funds	189,451	0.06	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	12,554,157	4.03	0	0
10.	Others SHAURYA DUGAR BENEFIT	3,800	0	0	0
	Total	85,516,280	27.46	0	0

Total number of shareholders (other than promoters)

78,797

**Total number of shareholders (Promoters+Public/
Other than promoters)**

78,803

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PREMIER INVESTMENT	KOTAK MAINDRA BANK LIMITED, K		MU	275,000	
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., INC		CY	204,321	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	39,328	78,797
Debenture holders	0	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	5	2	5	0.01	0.61
(i) Non-Independent	2	1	2	1	0.01	0.61
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	5	2	5	0.01	0.61

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Vinita Singhania	00042983	Director	1,908,100	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Onkar Nath Rai	00033142	Director	1	
Surendra Malhotra	00271508	Director	0	
Shrivats Singhania	02359242	Director	310,000	
Vinit Marwaha	00051403	Director	0	
Naveen Kumar Sharma	08152305	Whole-time director	0	
Bhaswati Mukherjee	07173244	Director	0	
Pranav Chitre	AFOPC9856K	CFO	0	
POONAM SINGH	BNTPS5986E	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	19/08/2021	74,222	66	75.57

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2021	7	7	100
2	26/07/2021	7	7	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	26/10/2021	7	7	100
4	27/01/2022	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	15/05/2021	4	4	100
2	Audit Committ	26/07/2021	4	4	100
3	Audit Committ	26/10/2021	4	4	100
4	Audit Committ	27/01/2022	4	4	100
5	Stakeholders F	26/07/2021	3	3	100
6	Stakeholders F	26/10/2021	3	3	100
7	Stakeholders F	27/01/2022	3	3	100
8	Nomination an	15/05/2021	4	4	100
9	Nomination an	26/07/2021	4	4	100
10	Nomination an	27/01/2022	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/08/2022
								(Y/N/NA)
1	Vinita Singhar	4	4	100	7	7	100	Yes
2	Onkar Nath R	4	4	100	10	10	100	Yes
3	Surendra Malh	4	4	100	10	10	100	Yes
4	Shrivats Singh	4	4	100	4	4	100	Yes

5	Vinit Marwaha	4	4	100	14	14	100	Yes
6	Naveen Kuma	4	4	100	8	8	100	Yes
7	Bhaswati Muk	4	4	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shrivats Singhania	Executive Direct	20,191,284	0	0	1,506,621	21,697,905
2	Naveen Kumar Sha	Whole- time Dire	13,710,362	0	0	628,034	14,338,396
	Total		33,901,646	0	0	2,134,655	36,036,301

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pranav Chitre	CFO	4,341,569	0	0	157,128	4,498,697
2	POONAM SINGH	Company Secre	1,532,909	0	0	80,100	1,613,009
	Total		5,874,478	0	0	237,228	6,111,706

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Onkar Nath Rai	Director	0	0	0	305,000	305,000
2	Surendra Malhotra	Director	0	0	0	305,000	305,000
3	Vinit Marwaha	Director	0	0	0	410,000	410,000
4	Bhaswati Mukherjee	Director	0	0	0	135,000	135,000
5	Vinita Singhania	Director	0	0	0	300,000	300,000
	Total		0	0	0	1,455,000	1,455,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

NAVEEN
KUMAR
SHARMA
Digitally signed by
NAVEEN KUMAR
SHARMA
Date: 2022.09.29
15:38:25 +05'30'

DIN of the director

To be digitally signed by

POONA
M SINGH
Digitally signed by
POONAM SINGH
Date: 2022.09.29
15:39:40 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

Udaipur MGT 8.pdf
List of Preference Shareholders.pdf
Clarification Letter.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

NAMO NARAIN AGARWAL

M.Com, L.L.B, Company Secretary, FCS 234, CP 3331

372, Narmada Apartments,
Alaknanda, New Delhi-110 019
Email : nnagarwal1939@gmail.com

Phone : 011-42143477
Mobile : 09899026864
PAN : ABVFN0836B

FORM NO. MGT.8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of
Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I/We have examined the registers, records and books and papers of **UDAIPUR CEMENT WORKS LIMITED** (CIN: L26943RJ1993PLC007267) (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made there under for the Financial Year ended on **31st March, 2022**. In my/~~our~~ opinion and to the best of my information and according to the examinations carried out by me/~~us~~ and explanations furnished to me/~~us~~ by the Company, its officers and agents, I/~~we~~ certify that:

- A. the Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.
- B. during the aforesaid Financial Year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed there for;
 3. filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/~~beyond~~ the prescribed time;
 4. calling/~~convening~~/holding Meetings of Board of Directors or its Committees, if any, and the Meetings of the Members of the Company on due dates as stated in the Annual Return in respect of which Meetings, proper notices were given and the proceedings, including the ~~circular resolutions and resolutions passed by postal ballot, if any,~~ have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members / Security holders, as the case may be;
 6. advances/loans to its Directors and/or persons or firms or companies referred in Section 185 of the Act;
 7. contracts/arrangements with related parties as specified in Section 188 of the Act;



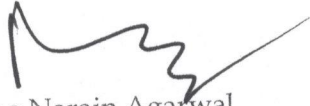
8. ~~issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances;~~
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; Not Applicable
10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act; Not Applicable
11. signing of audited Financial Statement as per the provisions of Section 134 of the Act and Report of Directors is as per Sub -Sections (3), (4) and (5) thereof;
12. constitution/appointment/re-appointments/retirement/~~filling up casual vacancies/~~ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/reappointment/~~filling up casual vacancies~~ of auditors as per the provisions of Section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/renewal/repayment of deposits; Not Applicable
16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act ; and None
18. ~~alteration of the provisions~~ adoption of the new Memorandum and/or Articles of Association of the Company;

Place: New Delhi

Date: 28.9.2022

UDIN: **F000234D001067388**




Namo Narain Agarwal
Company Secretary in practice
CP: 3331, FCS: 234

Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s).
None

UDAIPUR CEMENT WORKS LIMITED

Preference Shareholders as on 31st March 2022
CRPS Series I & II, CRPS Series B and OCCRPS

DP ID/ Client ID	NAME	ADDRESS	NO. OF SHARES	CLASS OF SHARES
IN303680/10000447	JK LAKSHMI CEMENT LIMITED	JAYKAYPURAM-307019,DIST. SIROHI, RAJASTHAN	4,700	5% Cumulative Redeemable Preference Shares (CRPS Series-I)
IN303680/10000447	JK LAKSHMI CEMENT LIMITED	JAYKAYPURAM-307019,DIST. SIROHI, RAJASTHAN	1,300	5% Cumulative Redeemable Preference Shares (CRPS Series-II)
IN303680/10000447	JK LAKSHMI CEMENT LIMITED	JAYKAYPURAM-307019,DIST. SIROHI, RAJASTHAN	600	5% Cumulative Redeemable Preference Shares (CRPS Series B)
IN303680/10000447	JK LAKSHMI CEMENT LIMITED	JAYKAYPURAM-307019,DIST. SIROHI, RAJASTHAN	5,00,000	6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)
TOTAL			5,06,600	

For Udaipur Cement Works Limited


(Poonam Singh)

Company Secretary

Membership No.:25653

Gulab Bhawan (Rear Wing), 3rd Floor, 6A
Bahadur Shah Zafar Marg, New Delhi - 110002



UDAIPUR CEMENT WORKS LIMITED

List of Debenture Holder as on 31st March 2022

S.NO	NAME	DP ID/CLIENT ID	ADDRESS	NUMBER OF DEBENTURES	FACE VALUE
1.	Standard Chartered Bank	IN30152430036347	Securities Services, 3rd Floor, 23-25, Mahatma Gandhi Road, Fort, Mumbai, Pin Code-400001	3500	10,00,000
Total				Rs. 3500000000/-	

For Udaipur Cement Works Limited



A handwritten signature in blue ink, appearing to be "Poonam Singh".

(Poonam Singh)

Company Secretary

Membership No.: 25653

Gulab Bhawan (Rear Wing), 3rd Floor, 6A,
Bahadur Shah Zafar Marg, New Delhi-110 002



UCWL/SECTL/ROC/22
29th September 2022

The Registrar of Companies, Jaipur
Corporate Bhawan
G/6-7, Second Floor, Residency Area
Civil Lines, Jaipur-302 001

Sir,

Re: Annual Return in MGT-7- Additional information/clarification as on 31st March 2022

Our 26th Annual General Meeting for Financial Year 2021-22 ended 31st March 2022 was held on 12th August 2022. Accordingly, we are filing our Annual Return in Form MGT-7.

In addition to the information provided in the said Form, we request you to also take on record the following additional information (point-wise):-

1. **Point No. VI. (a):** The total equity shareholding of Promoters, also includes 756 Equity Shares (0.00%) held by 1 constituent of the Promoter Group as per the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, as shown hereunder. The same does not form part of the Promoter as defined in the Companies Act, 2013.

Sl. No.	Equity Shareholders	No. of Holders	No. of Equity Shares	%
1	Promoter	1	22,58,92,781	72.54
2	Promoter Group	1	756	0.00
	Total	2	22,58,93,537	72.54

Total No. of Shareholders (Promoters) - 6 Number of Promoters shareholders is mentioned: 2 Promoter Shareholder for Equity Shares and based on separate Series, 4 Promoters Shareholders are shown for Preference Shares, though entire Preference Shares are held by one Entity only.

2. **Point No. VIII A:** Shri Onkar Nath Rai, Non-executive Independent Director, holds 1 (0.000000 %) equity share as on 31st March 2022 as shown under Point No. VIII (B)(i).

However, percentage of said shareholding being very negligible, the same is shown as 0 % under Point No. VIII A.



Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002 | Phone: +91-11-66001142 / 66001112 | Fax: +91-11-66001142 | Email: ucwl.customer@ucwl.jkmail.com | **Works & Regd. Office:** Shripati Nagar, CFA, P.O. Dabok, Udaipur - 313022, Rajasthan | Phone: +91-294-2655076 | Fax: +91-294-2655077 | Email: ucwl@ucwl.jkmail.com

CIN: L26943RJ1993PLC007267



www.udaipurcement.com





3. **Point No. IX.C:** Pursuant to the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of Directors of the Company have only been considered, while giving information relating to Committee Meetings held and attended by the Directors.

Total Fourteen meetings of Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of Directors of the Company were held during the Financial Year 2021-22 as provided in Form. Since, details of only ten meetings can be filled in Form, details of other four meetings held are given hereunder:

S.No.	Type of Meeting	Date of Meeting	Total number of Members as on the date of the meeting	Attendance	
				No. of members attended	% of attendance
11.	Corporate Social Responsibility Committee	24.1.2022	4	4	100
12.	Corporate Social Responsibility Committee	17.5.2022	4	4	100
13.	Risk Management Committee	26.10.2021	6	6	100
14.	Risk Management Committee	24.1.2022	7	7	100

Further, five Meetings of the Committee of Directors (COD) were held during the FY 2021-22 to deal with matters delegated by the Board for day to day management.

4. **Point No. XIII:** Due to high attachment size, complete particulars of Equity Shareholders of the Company, are being separately filed in Digital Media.

We would be glad to clarify any point.

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

Yours faithfully
For Udaipur Cement Works Limited



(Poonam Singh)
Company Secretary

Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002 | **Phone:** +91-11-66001142 / 66001112 | **Fax:** +91-11-66001142 | **Email:** ucwl.customercare@ucwl.jkmail.com | **Works & Regd. Office:** Shripati Nagar, CFA, P.O. Dabok, Udaipur - 313022, Rajasthan | **Phone:** +91-294-2655076 | **Fax:** +91-294-2655077 | **Email:** ucwl@ucwl.jkmail.com

CIN: L26943RJ1993PLC007267