

Date: 9th June 2023

To

The Board of Directors
Udaipur Cement Works Limited
Shripati Nagar, CFA
PO: Dabok, Udaipur- 313 022
Rajasthan, India

Dear Sir(s)/Madam(s),

Sub: Proposed rights issue of equity shares of face value of ₹ 4 each (“Equity Shares”) by Udaipur Cement Works Limited (the “Company” and such offering the “Issue”)

I, the undersigned, hereby give consent to my name being included as the Company Secretary and Compliance Officer of the Company in the Letter of Offer to be filed with the Securities and Exchange Board of India (“SEBI”) and BSE Limited (the “Stock Exchange”), which the Company intends to issue in respect of the Issue and also in all related advertisements and material related to the Issue (the “Issue Documents”). The following details with respect to us may be disclosed in the Letter of Offer:

Name: Poonam Singh
Address: Nehru House 4, Bahadur Shah Zafar Marg
New Delhi 110 002
Tel: 011-6820 1864
Email: poonamsingh@jkmil.com

I am a member of the Institute of Company Secretaries of India, holding membership number A25653.

I will be responsible for monitoring compliance of the securities laws and for redressal of investor's grievances, in connection with the Offer, and subsequent listing of the Company's Rights Equity Shares on the stock exchange. The term “securities laws” includes the Companies Act, 1956 (to the extent not repealed), the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, and the rules and regulations made thereunder and the regulations, general or special orders, guidelines or circulars made or issued by SEBI or any other governmental or legal authority relating to securities in India.

I confirm that I will immediately inform you and the lead manager appointed in relation to the Issue (“Lead Manager”) of any changes to the above information until the date when the Rights Equity Shares of the Company, issued pursuant to the Issue, commence trading on the Stock Exchange.

In the absence of any such communication, the above information should be taken as updated information until the Rights Equity Shares, issued pursuant to the Issue, commence trading on the Stock Exchange.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Letter of Offer.

I further confirm that the above information in relation to me is true, correct, not misleading and without omission in any material respect.

This certificate may be relied upon by the Company, the lead manager, and the legal counsels appointed by the Company in relation to the Issue. We hereby consent to extracts of, or reference to, this certificate being used in the Issue Documents. Further, I hereby consent to this certificate being disclosed by the lead manager, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with the Issue or contents of the Issue Documents, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation

Further, we authorize you to deliver this certificate to SEBI or the Stock Exchange or any other regulatory or statutory authority as required by law in connection with the Issue and in accordance with applicable law.

Sincerely,



Name: Poonam Singh

Designation: Company Secretary & Compliance Officer

cc:

JM Financial Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India

Khaitan & Co

Max Towers 7th & 8th Floors
Sector 16B
Noida Gautam Budh Nagar 201 301
Uttar Pradesh, India

Shardul Amarchand Mangaldas & Co

Amarchand Towers
216 Okhla Industrial Estate
Phase III 110 020
New Delhi, India