

Shri Naveen Kumar Sharma
A-602, 6th Floor,
Swagat Rain Forest-2,
Kudasan, Gandhinagar,
Gujarat - 382421

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Consent Letter

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, Naveen Kumar Sharma , do hereby give my consent to my name being included as Independent Director of the Company in the Letter of Offer and the Abridged Letter of Offer to be filed with the Securities and Exchange Board of India (“SEBI”) and BSE Limited (the “Stock Exchange”), and any such other regulatory or statutory body and in any other documents, which the Company intends to issue in respect of the Issue and also in all related advertisements and other material related to the Issue. The following details may inter alia be disclosed in the Letter of Offer, the Abridged Letter of Offer and other Issue related material (“Issue Documents”) in relation to me:

Name: Shri Naveen Kumar Sharma
Designation: Whole-time Director
DIN: 08152305
Current Term: Liable to retire by rotation

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 from me, the above information should be taken by the Company, the Lead Manager, and the legal counsels appointed in relation to the Issue, 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.

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,

Shri Naveen Kumar Sharma
A-602, 6th Floor,
Swagat Rain Forest-2,
Kudasan, Gandhinagar,
Gujarat - 382421

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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.

I certify the above information with respect to me is true, correct, not misleading and without omission in any material respect.

Further, I 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: Shri Naveen Kumar Sharma
DIN: 08152305

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

Shri Shrivats Singhania
47A, Ground Floor,
Friends Colony (East),
New Delhi – 110065

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Consent Letter

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, Shrivats Singhania , do hereby give my consent to my name being included as Independent Director of the Company in the Letter of Offer and the Abridged Letter of Offer to be filed with the Securities and Exchange Board of India (“SEBI”) and BSE Limited (the “Stock Exchange”), and any such other regulatory or statutory body and in any other documents, which the Company intends to issue in respect of the Issue and also in all related advertisements and other material related to the Issue. The following details may inter alia be disclosed in the Letter of Offer, the Abridged Letter of Offer and other Issue related material (“Issue Documents”) in relation to me:

Name: Shri Shrivats Singhania
Designation: Executive Director & Chief Executive Officer
DIN: 02359242
Current Term: Liable to retire by rotation

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 from me, the above information should be taken by the Company, the Lead Manager, and the legal counsels appointed in relation to the Issue, 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.

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,

Shri Shrivats Singhania
47A, Ground Floor,
Friends Colony (East),
New Delhi – 110065

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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.

I certify the above information with respect to me is true, correct, not misleading and without omission in any material respect.

Further, I 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: Shri Shrivats Singhania
DIN: 02359242

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

Shri Vinit Marwaha
159, Pocket -1, Jasola,
New Delhi 110 025, India

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Consent Letter

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, Vinit Marwaha, do hereby give my consent to my name being included as Independent Director of the Company in the Letter of Offer and the Abridged Letter of Offer to be filed with the Securities and Exchange Board of India (“SEBI”) and BSE Limited (the “Stock Exchange”), and any such other regulatory or statutory body and in any other documents, which the Company intends to issue in respect of the Issue and also in all related advertisements and other material related to the Issue. The following details may inter alia be disclosed in the Letter of Offer, the Abridged Letter of Offer and other Issue related material (“Issue Documents”) in relation to me:

Name: Shri Vinit Marwaha

Designation: Independent Director

DIN: 00051403

Current Term: For a period of five years with effect from May 10, 2023

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 from me, the above information should be taken by the Company, the Lead Manager, and the legal counsels appointed in relation to the Issue, 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.

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

Shri Vinit Marwaha
159, Pocket -1, Jasola,
New Delhi 110 025, India

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.

I certify the above information with respect to me is true, correct, not misleading and without omission in any material respect.

Further, I 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: Shri Vinit Marwaha
DIN: 00051403

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

Bhaswati Mukherjee
C-135, Sarvodaya Enclave,
Near IIT Gate,
New Delhi – 110017

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Consent Letter

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, Amb. Bhaswati Mukherjee , do hereby give my consent to my name being included as Independent Director of the Company in the Letter of Offer and the Abridged Letter of Offer to be filed with the Securities and Exchange Board of India (“SEBI”) and BSE Limited (the “Stock Exchange”), and any such other regulatory or statutory body and in any other documents, which the Company intends to issue in respect of the Issue and also in all related advertisements and other material related to the Issue. The following details may inter alia be disclosed in the Letter of Offer, the Abridged Letter of Offer and other Issue related material (“Issue Documents”) in relation to me:

Name: Bhaswati Mukherjee

Designation: Independent Director

DIN: 07173244

Current Term: For a period of five years effective from January 24, 2023

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 from me, the above information should be taken by the Company, the Lead Manager, and the legal counsels appointed in relation to the Issue, 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.

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,

Bhaswati Mukherjee
C-135, Sarvodaya Enclave,
Near IIT Gate,
New Delhi – 110017


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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.

I certify the above information with respect to me is true, correct, not misleading and without omission in any material respect.

Further, I 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: Bhaswati Mukherjee
DIN: 07173244

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

Shri O.N. Rai
H- 602, Central Park- 1,
DLF Golf Course Road,
Sector 42, Gurugram,
Haryana – 122009

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Consent Letter

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, Onkar Nath Rai, do hereby give my consent to my name being included as Independent Director of the Company in the Letter of Offer and the Abridged Letter of Offer to be filed with the Securities and Exchange Board of India (“SEBI”) and BSE Limited (the “Stock Exchange”), and any such other regulatory or statutory body and in any other documents, which the Company intends to issue in respect of the Issue and also in all related advertisements and other material related to the Issue. The following details may inter alia be disclosed in the Letter of Offer, the Abridged Letter of Offer and other Issue related material (“Issue Documents”) in relation to me:

Name: Shri Onkar Nath Rai
Designation: Independent Director
DIN: 00033142
Current Term: For a period of five years with effect from August 17, 2019

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 from me, the above information should be taken by the Company, the Lead Manager, and the legal counsels appointed in relation to the Issue, 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.

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

Shri O.N. Rai
H- 602, Central Park- 1,
DLF Golf Course Road,
Sector 42, Gurugram,
Haryana – 122009

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.

I certify the above information with respect to me is true, correct, not misleading and without omission in any material respect.

Further, I 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: Shri Onkar Nath Rai
Designation: Independent Director
DIN: 00033142

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

**Shri Surendra Malhotra
1-A1, Girdhar Apartments,
28, Feroze Shah Road,
New Delhi – 110001.**

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Consent Letter

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, Surendra Malhotra, do hereby give my consent to my name being included as Independent Director of the Company in the Letter of Offer and the Abridged Letter of Offer to be filed with the Securities and Exchange Board of India (“SEBI”) and BSE Limited (the “Stock Exchange”), and any such other regulatory or statutory body and in any other documents, which the Company intends to issue in respect of the Issue and also in all related advertisements and other material related to the Issue. The following details may inter alia be disclosed in the Letter of Offer, the Abridged Letter of Offer and other Issue related material (“Issue Documents”) in relation to me:

Name: Shri Surendra Malhotra

Designation: Independent Director

DIN: 00271508

Current Term: First Term of 5 years w.e.f. 30th June 2018*

*Has been reappointed for a period of three years with effect from June 30, 2023

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 from me, the above information should be taken by the Company, the Lead Manager, and the legal counsels appointed in relation to the Issue, 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.

Shri Surendra Malhotra
1-A1, Girdhar Apartments,
28, Feroze Shah Road,
New Delhi – 110001.

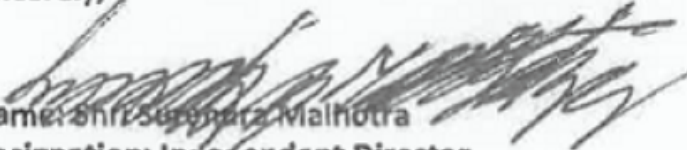
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This certificate may be relied upon by the Company, the lead manager, and the legal counsels appointed by the Company in relation to the Issue. We hereby consent to extracts of, or reference to, this certificate being used in the Issue Documents. Further, 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.

I certify the above information with respect to me is true, correct, not misleading and without omission in any material respect.

Further, I 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: Shri Surendra Malhotra
Designation: Independent Director
DIN: 00271508

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

Smt. Vinita Singhania
101, Friends Colony,
New Delhi – 110065.

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Consent Letter

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, Vinita Singhania, do hereby give my consent to my name being included as Independent Director of the Company in the Letter of Offer and the Abridged Letter of Offer to be filed with the Securities and Exchange Board of India (“SEBI”) and BSE Limited (the “Stock Exchange”), and any such other regulatory or statutory body and in any other documents, which the Company intends to issue in respect of the Issue and also in all related advertisements and other material related to the Issue. The following details may inter alia be disclosed in the Letter of Offer, the Abridged Letter of Offer and other Issue related material (“Issue Documents”) in relation to me:

Name: Smt. Vinita Singhania
Designation: Chairperson, Non-Executive Non-Independent Director
DIN: 00042983
Current Term: Liable to retire by rotation

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 from me, the above information should be taken by the Company, the Lead Manager, and the legal counsels appointed in relation to the Issue, 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.

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

Smt. Vinita Singhania
101, Friends Colony,
New Delhi – 110065.


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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.

I certify the above information with respect to me is true, correct, not misleading and without omission in any material respect.

Further, I 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,

Sincerely,


Name: Smt. Vinita Singhania
DIN: 00042983

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