



भारतीय प्रतिभूति
और विनिमय बोर्ड
Securities and Exchange
Board of India

Amruta Naik
Assistant General Manager
Corporation Finance Department
RAC-Division of Issues and Listing 2
Phone: +91 22 2644 9187
Email: amrutan@sebi.gov.in

SEBI/HO/CFD/DIL-2/P/OW/2023/2351/1
January 18, 2023

Udaipur Cement Works Limited
Nehru House,
4, Bahadur Shah Zafar Marg,
New Delhi- 110 002.

Kind attn: Shri. Naveen Kumar Sharma/Ms. Poonam Singh

Sub: Application for seeking exemption from requirement of minimum public shareholding - Udaipur Cement Works Limited.

Sir/ Madam,

1. This has reference to your letter dated December 12, 2022 and subsequent communications whereby you have sought an exemption from requirement of minimum public shareholding specified under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and disclosure requirement under paragraph (4)(VII)(C)(6) of Part B of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") in order to achieve the minimum subscription requirements in the proposed rights issue as required under Regulation 86 of the ICDR Regulations.
2. On perusal of your submissions, it is noted as under:
 - i. The objects of the proposed rights issue is to finance the capital expenditure for the Expansion Project of the Company.
 - ii. The underwriters are not keen to underwrite the public portion of the proposed rights issue mainly due to the Company was declared as a sick industrial company by BIFR in the past.
 - iii. In the unlikely event of the market turning bearish after the announcement of rights issue price, there may be an eventuality that the public may not fully subscribe to their rights entitlement.

Page 1 of 3

ASN

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.वी.आर.एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel.: 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in



अनुवर्ती :
Continuation :

भारतीय प्रतिभूति
और विनिमय बोर्ड
Securities and Exchange
Board of India

- iv. Therefore, the Company has sought an exemption from the strict compliance of the provisions of Regulation 38 of the LODR Regulations and disclosure under paragraph (4)(VII)(C)(6) of Part B of Schedule VI of ICDR Regulations in order to achieve the minimum subscription requirements of the proposed rights issue (at least 90% of the issue size) as required under Regulation 86 of the SEBI ICDR Regulations.
 - v. In order to achieve the minimum subscription requirements of the issue, the Promoter / Promoter Group shall subscribe to the extent of their rights entitlement as well as over and above their rights entitlement in the proposed rights issue of the Company.
 - vi. The consequential non-compliance with Regulation 38 of the LODR Regulations and paragraph (4)(VII)(C)(6) of Part B of Schedule VI of ICDR Regulations is beyond the control of the Company.
3. Based on the circumstances of the case and the facts represented by you, the Competent Authority has decided to accede to your request and grant the following exemptions:
- a. Exemption from strict enforcement of Regulation 38 of the LODR Regulations for your proposed rights issue subject to the following conditions:
 - i. The Company shall reduce the shareholding of the promoters and the promoter group below 75% and increase the public shareholding to 25% within such timeframe (which is currently one year from the date of exceeding the minimum public shareholding requirements) and in such manner as prescribed by SEBI vide its circular dated February 22, 2018.
 - ii. The promoter(s) & promoter group shall not acquire any securities beyond 90% of the offer size of proposed rights issue, in any condition.
 - iii. Pricing and other relevant conditions of the rights issue shall adhere to Regulation 10 (4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b. Exemption from disclosure under Paragraph (4)(VII)(C)(6) of Part B of Schedule VI of ICDR Regulations, which requires to disclose that the participation by the promoter(s) and the promoter group in the issue is to be in a manner that the aggregate shareholding of the promoter(s) and the promoter group does not exceed the minimum public shareholding requirement stipulated in the LODR Regulations.



अनुवर्ती :
Continuation :

भारतीय प्रतिभूति
और विनिमय बोर्ड
*Securities and Exchange
Board of India*

4. This letter along with all your aforementioned communications shall be part of material contracts and documents for inspection as disclosed in the offer documents.
5. The exemption is specific to the present case and shall not be treated as a precedent. Further, the exemption is valid for the period of six months from the date of issuance of this letter.

Yours faithfully,

Amruta Naik

Cc: Shri. Ashok Kumar Singh, Assistant General Manager, Bombay Stock Exchange Ltd.,
Floor 25, PJ Towers, Dalal Street, Mumbai - 400 001.