



UCWL:SECTL:SE:23
26th October 2023

BSE Limited

Department of Corporate Services,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400001.
Through BSE Listing Centre
Security Code: 530131

Dear Sir(s),

Re: Monitoring Agency Report for the Quarter ended 30th September 2023

Pursuant to Regulation 32(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 82(4) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, we are enclosing the Monitoring Agency Report dated 26th October 2023 issued by CARE Ratings Limited for the quarter ended 30th September, 2023, with respect to utilization of the proceeds of the Rights Issue of the Company.

The above is for your information and record.

Yours faithfully,
For **Udaipur Cement Works Limited**

(Poonam Singh)
Company Secretary and Compliance Officer

Encl: a.a.

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CIN: L26943RJ1993PLC007267

No. CARE/NRO/RL/2023-24/2039

**The Board of Directors
Udaipur Cement Works Ltd**
Shripati Nagar, CFA,
P.O: Dabook
Udaipur - 313022
Rajasthan, India

October 26, 2023

Dear Sir,

Monitoring Agency Report for the quarter ended September 30, 2023 - in relation to the Rights Issue of Udaipur Cement Works Ltd ("the Company")

We write in our capacity of Monitoring Agency for the Rights Issue for the amount aggregating to Rs. 448.43 crore of the Company and refer to our duties cast under 82 of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended September 30, 2023 as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated June 09, 2023.

Request you to kindly take the same on records.

Thanking you,
Yours faithfully,



Ravleen Sethi

Associate Director

Ravleen.sethi@careedge.in

CARE Ratings Limited

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Report of the Monitoring Agency (MA)

Name of the issuer: Udaipur Cement Works Limited

For quarter ended: September 30, 2023

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Not applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.



Name of the Authorized Signatory: Ravleen Sethi

Designation of Authorized person/Signing Authority: Associate Director

1) Issuer Details:

Name of the issuer	: Udaipur Cement Works Limited
Name of the promoter	: JK Lakshmi Cement Limited
Industry/sector to which it belongs	: Cement

2) Issue Details

Issue Period	: June 21, 2023 to July 05, 2023
Type of issue (public/rights)	: Rights issue
Type of specified securities	: Equity Shares
IPO Grading, if any	: Not applicable
Issue size (in ` crore)	: Rs. 448.43 crore (Note 1)

Note 1:

The company had offered 24,91,27,853 Equity Shares under the rights issue, at Rs. 18 per share (including share premium of Rs. 14 per share) aggregating to ₹ 448.43 crore. The issue was subscribed fully and the company has allotted 24,91,27,853 Equity Shares to the successful applicants.

Particulars	Remarks
Total shares issued and subscribed as part of rights issue	24,91,27,853
Total subscriptions towards rights issue (in Rs. Crore)	448.43*
Details of expenses incurred related to issue (in Rs. Crore)	3.52
Net Proceeds of Rights issue (Rs. Crore)	444.91
- Subscription amount from Promoter Company which is noncash in nature and was earlier utilised towards project expenditure currently adjusted against outstanding unsecured loan (including interest) from Promoter Company (in Rs. Crore)	87.69 [^]
- Cash proceeds received towards the rights issue available for utilization (in Rs. Crore)	357.22

* Out of the total proceeds of Rs. 448.43 crore, Rs. 3.52 crore were expenses incurred related to the issue and Rs. 357.22 crore cash proceeds received are available towards utilization.

[^]Rs. 87.69 crore, which pertains to the subscription amount of the promoter company, has been adjusted against outstanding unsecured loan (including interest) from promoter company and no money has been received for the same in monitoring bank account. However, the same has already been utilised on project expenditure prior to the issue as stated in the offer document.

The details of adjustment were mentioned in the offer document, refer to page no. 54 of the Letter of Offer dated June 09, 2023 and the extract is annexed below.

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Chartered Accountant certificate*, Bank statement and Offer document	The net proceeds of rights issue are Rs. 444.91 [^] crore. As per the placement document the net	No Comments

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
			proceeds from the rights issue have to be utilized as per the objects given in the offer document in financial year 2024. In the event that the net proceeds are not completely utilized by financial year 2024, the same would be utilized in subsequent financial year for achieving the objects of the issue.	
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not applicable	Not applicable	Not applicable	No Comments
Whether the means of finance for the disclosed objects of the issue have changed?	Not applicable	Not applicable	Not applicable	
Is there any major deviation observed over the earlier monitoring agency reports?	Not applicable	Not applicable	Not applicable	
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not applicable	Not applicable	Not applicable	
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Not applicable	Not applicable	
Are there any favorable/unfavorable events affecting the viability of these object(s)?	No	Not Applicable	No	
Is there any other relevant information that may materially affect the decision making of the investors?	No	Not applicable	No	

* Chartered Accountant certificate from Bansilal Shah & Co. dated October 10, 2023

^ Out of the total proceeds of Rs. 448.43 crore, Rs. 3.52 crore were expenses incurred related to the issue and Rs. 357.22 crore cash proceeds received are available towards utilization. The balance Rs. 87.69 crore, which pertains to the subscription amount of the promoter company, has been adjusted against outstanding unsecured loan (including interest) from promoter company and no money has been received for the same in monitoring bank account. However, the same has already been utilised on project expenditure prior to the issue as stated in the offer document.

#Where material deviation may be defined to mean:

- Deviation in the objects or purposes for which the funds have been raised
- Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

4) Details of objects to be monitored:

- Cost of objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of - firm arrangements made
1	Cash proceeds received towards part financing the expansion and development of Udaipur manufacturing plant	Chartered Accountant certificate*, Bank statements, Offer Document	357.22^	NA	NA	No Comments		
2	Adjustment of promoter loan (including interest) towards share application money	Chartered Accountant certificate*, Bank statements, Offer Document	87.69^	NA	NA			
Total			444.91					

* Chartered Accountant certificate from Bansilal Shah & Co. dated October 10, 2023

^ Rights issue related expenses as per Offer Document was Rs. 4.74 crore but the actual expense incurred is Rs. 3.52 crore. Therefore, the actual net proceeds of rights issue is Rs. 444.91 crore as against Rs. 443.69 crores as per offer document. Out of net proceeds of Rs. 444.91 crore, Rs. 357.22 crore cash proceeds are available towards utilization. The balance Rs. 87.69 crore, which pertains to the subscription amount of the promoter company, has been adjusted against outstanding unsecured loan (including interest) from promoter company and no money has been received for the same in monitoring bank account. However, the same has already been utilised on project expenditure prior to the issue as stated in the offer document.

(ii) Progress in the objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
1	Cash proceeds received towards part financing the expansion and development of Udaipur manufacturing plant	Chartered Accountant certificate*, Bank statements, Offer Document	357.22^	-	133.80	-	223.42	The entire amount was transferred to the monitoring account, from where multiple fixed deposits of various maturity periods were made. The amount drawn from fixed deposit accounts along with interest earned was utilized for part financing the expansion and development of	No Comments	

S r. N o	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
								Udaipur manufacturing plant as per the objects of the issue and the balance amount still lies as fixed deposits which have been verified by Monitoring Agency. Further there is an interest which has been earned on this FD for Rs 1.34 crores which is also lying unutilized in the monitoring bank account.		
2	Adjustment of promoter loan (including interest) towards share application money	Chartered Accountant certificate*, Bank statements, Offer Document	87.69 [^]	-	87.69	-	0.00	Rs. 87.69 crore, which pertains to the subscription amount of the promoter company, has been adjusted against outstanding unsecured loan (including interest) from promoter company and no money has been received for the same in the monitoring bank account. However, the same has already been utilised on project expenditure prior to the issue as stated in the offer document.	No Comments	
Total			444.91	-	221.49	-	223.42			

* Chartered Accountant certificate from Bansilal Shah & Co. dated October 10, 2023

[^] Rights issue related expenses as per Offer Document was Rs. 4.74 crore but the actual expense incurred out of right issue proceeds is Rs. 3.52 crore. Therefore, the actual net proceeds of rights issue is Rs. 444.91 crore as against Rs. 443.69 crores as per offer document. Out of net proceeds of Rs. 444.91 crore, Rs. 357.22 crore are available towards utilization.

The balance Rs. 87.69 crore, which pertains to the subscription amount of the promoter company, has been adjusted against outstanding unsecured loan (including interest) from promoter company and no money has been received for the same in monitoring bank account. However, the same has already been utilised on project expenditure prior to the issue as stated in the offer document.

Note – Further, Rs 1.34 crore was the interest which was received on FDs and is lying un-utilized in the MA account which will also be utilized for the purpose as defined in the objects of issue.

(iii) Deployment of unutilized public issue proceeds:

Sr. No.	Name of the Bank	Type of account	Amount in Rs. crore	Source of information / certifications considered by Monitoring Agency for preparation of report
1	Jammu & Kashmir Bank	Fixed Deposit	5.00	Chartered Accountant certificate*, Bank statement of UCWL, Fixed Deposit Receipts (FDR), MA Account Statement
2	Jammu & Kashmir Bank	Fixed Deposit	25.00	
3	Axis Bank	Fixed Deposit	75.00	
4	Jammu & Kashmir Bank	Fixed Deposit	7.50	
5	Jammu & Kashmir Bank	Fixed Deposit	19.00	
6	RBL Bank	Fixed Deposit	25.00	
7	RBL Bank	Fixed Deposit	25.00	
8	Axis Bank	Fixed Deposit	40.00	
9	Axis Bank	Monitoring Account	3.26	
Total			224.76	

* Chartered Accountant certificate from Bansilal Shah & Co. dated October 10, 2023

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (Rs. lakhs)	Maturity date	Earning (Rs. lakhs)	Return on Investment (%)	Market Value as at the end of quarter
1	Fixed Deposit, Jammu & Kashmir Bank	500.00	October 06, 2023	0.61	6.35%	500.09
2	Fixed Deposit, Jammu & Kashmir Bank	2500.00	October 27, 2023	13.40	6.75%	2500.92
3	Fixed Deposit, Axis Bank	7500.00	October 11, 2023	100.60	6.80%	7585.23
4	Fixed Deposit, Jammu & Kashmir Bank	750.00	October 31, 2023	13.00	6.95%	758.56
5	Fixed Deposit, Jammu & Kashmir Bank	1900.00	November 06, 2023	34.98	7.00%	1921.50
6	Fixed Deposit, RBL Bank	2500.00	November 21, 2023	56.38	7.35%	2530.21
7	Fixed Deposit, RBL Bank	2500.00	December 01, 2023	61.42	7.35%	2530.21

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (Rs. lakhs)	Maturity date	Earning (Rs. lakhs)	Return on Investment (%)	Market Value as at the end of quarter
8	Fixed Deposit, Axis Bank	4000.00	February 02, 2024	150.39	7.45%	4048.17
9	Monitoring Account, Axis Bank	326.00	NA	NA	NA	326.00

(iv) Delay in implementation of the object(s)

Objects	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the Placement document	Actual*		Reason of delay	Proposed course of action
Part financing the expansion and development of Udaipur manufacturing plant	The Net Proceeds are estimated to be deployed in Financial Year 2024. In the event that the Net Proceeds are not completely utilized by Fiscal Year 2024, the same would be utilized in subsequent Fiscal Years for achieving the objects of the Issue.	The Net Proceeds are estimated to be deployed in Financial Year 2024. In the event that the Net Proceeds are not completely utilized by Fiscal Year 2024, the same would be utilized in subsequent Fiscal Years for achieving the objects of the Issue.	Not applicable	No Comments	

*In case of continuing object(s), please specify latest/revised estimate of the completion date.

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Sr. No	Item Head^	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
	Total				