



UCWL:SECTL:SE:24
31st January 2024

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 31st December 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 31st January 2024 issued by CARE Ratings Limited for the quarter ended 31st December, 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

(Poonam Singh)

Company Secretary and Compliance Officer

Encl: a.a.

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

No. CARE/NRO/RL/2023-24/2875

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

January 31, 2024

Dear Sir,

Monitoring Agency Report for the quarter ended December 31, 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.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended December 31, 2023 as per aforesaid SEBI Regulations and Monitoring Agency Agreement June 09, 2023.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,



Ravleen Sethi

Associate Director

Ravleen.sethi@careedge.in



Report of the Monitoring Agency (MA)

Name of the issuer: Udaipur Cement Works Limited

For quarter ended: December 31, 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

CARE Ratings Limited

9th floor, C-001/A2, Berger Towers, Sector 16B,
Noida,
Gautam Budh Nagar, Uttar Pradesh -201301
Phone: +91-120-4452000

CIN-L67190MH1993PLC071691

4th Floor, Godrej Coliseum, Somaiya Hospital
Road, Off Eastern Express Highway, Sion (East),
Mumbai - 400 022
Phone: +91-22-6754 3456
Email: care@careedge.in • www.careedge.in

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 the 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 utilized 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.

CARE Ratings Limited

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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 proceeds from the rights issue have to be utilized as per the objects given in the offer document. Rs 358.78 crore in totality has been spent so far out of the issue proceeds received. During the quarter ended Dec 31, 2023, Rs 137.29 crores has been utilized towards part financing the expansion & development of Udaipur Manufacturing plant as mentioned in objects of the issue. The balance is lying in fixed deposits with Axis bank and in Monitoring account.	
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not applicable	Not applicable	Not applicable	
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 favourable/unfavourable	No	Not Applicable	No	

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
events affecting the viability of these object(s)?				
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 January 13, 2024

^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 utilized by more than 10% of the amount projected in the offer documents.

4) Details of objects to be monitored:

(i) 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	Part financing the expansion and development of Udaipur manufacturing plant	Chartered Accountant certificate*, Bank statements, Offer Document	444.91^	NA	NA			
Total			444.91					

* Chartered Accountant certificate from Bansilal Shah & Co. dated January 13, 2024

^ 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	Part financing the expansion and development of Udaipur manufacturing plant	Chartered Accountant certificate*, Bank statements, Offer Document	444.91 [^]	221.49	137.29	358.78	86.13	During Q3FY24, Rs 137.29 crores were utilized as per the objects of the issue. Further cumulative interest earned on FD's is Rs 4.20 crores (Q2FY24 Rs 1.34 crore and Q3FY24 Rs 2.86 crores) is also lying unutilized as on Dec 31, 2023.		
Total			444.91	221.49	137.29	358.78	86.13			

* Chartered Accountant certificate from Bansilal Shah & Co. dated January 13, 2024

[^] 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.

Note – Further, Rs 4.20 crore was the interest which was received on FDs and which is lying unutilized as on Dec 31, 2023, will in used for the purpose as defined in the objects of issue.

The total unutilized proceeds of Rs 90.33 crores (Rs 86.13 crores and Rs 4.20 crores interest) is lying in fixed deposits with axis bank and MA monitoring a/c.

(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	Axis Bank	Fixed Deposit	40.00	Chartered Accountant certificate*, Bank statement of UCWL, Fixed Deposit Receipts (FDR), MA Account Statement
2	Axis Bank	Fixed Deposit	50.00	
3	Axis Bank	Monitoring A/c	0.33	
Total			90.33[^]	

* Chartered Accountant certificate from Bansilal Shah & Co. dated January 13, 2024

[^] Rs 90.33 crores includes Rs 4.20 crores of Interest on matured FD's.

Sr. No.	Type of instrument and name of the entity invested in	Amount invested (Rs. Crore)	Maturity date	Earning (Rs. Crore)	Return on Investment (%)	Market Value as at the end of quarter
1	Fixed Deposit, Axis Bank	50.00	January 11, 2024	NA	7.00%	NA
2	Fixed Deposit, Axis Bank	40.00	February 02, 2024	NA	7.45%	NA
3	Monitoring Account, Axis Bank	0.33	NA	NA	NA	NA

NA: Not applicable

(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	September 2024	September 2024	Not applicable		

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

In the event that the net proceeds are not completely utilized by FY24, the same would be utilized in subsequent financial year for achieving the objects of the issue.

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				