



UCWL:SECTL:SE:24
13th May 2024

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| 1 | BSE Ltd.
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Security Code No. 530131
Through: BSE Listing Centre | 2 | National Stock Exchange of India Ltd.
“Exchange Plaza”
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051
Symbol: UDAICEMENT, Series : EQ
Through: NEAPS |
|---|---|---|--|

Dear Sir(s),

Re: Monitoring Agency Report for the Quarter ended 31st March 2024

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 herewith the Monitoring Agency Report dated 13th May 2024 for the Quarter ended 31st March, 2024, issued by CARE Ratings Limited, the Monitoring Agency appointed to monitor 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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Fax: +91-11-66001142 | Email: ucwl.customer@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



www.udaipurcement.com



No. CARE/NRO/RL/2024-25/1142

**The Board of Directors
Udaipur Cement Works Limited**

Shripati Nagar, CFA,
P.O: Dabook
Udaipur - 313022
Rajasthan, India

May 13, 2024

Dear Sir/Ma'am,

Monitoring Agency Report for the quarter ended March 31, 2024 - in relation to the Rights Issue (RI) of Equity Shares of Udaipur Cement Works Ltd ("the Company")

We write in our capacity of Monitoring Agency for the Rights Issue (RI) of Equity shares for the amount aggregating to Rs. 448.43.00 crore of the Company and refer to our duties cast under Regulation 173A 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 March 31, 2024, 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

Report of the Monitoring Agency (MA)

Name of the issuer: Udaipur Cement Works Limited

For quarter ended: March 31, 2024

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 and designation 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

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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 Rs. 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 (RI)	24,91,27,853
Total subscriptions towards Rights Issue (RI) (in Rs. Crore)	448.43*
Details of expenses incurred related to issue (in Rs. Crore)	3.52
Net Proceeds of Rights Issue (RI) (Rs. Crore)	444.91
- Subscription amount from Promoter Company adjusted against outstanding unsecured loan (including interest) from Promoter Company, being non-cash in nature (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. 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. The details of adjustment were mentioned in the offer document, refer to page no. 54 of the Letter of Offer dated June 09, 2023.

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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 Placement Document	The net proceeds of the issue were transferred to MA account initially out of the Rights Issue proceeds. As per the placement document the net proceeds from the Rights Issue of Equity shares have to be utilized as per objects given in the offer document. Total Net proceeds of Rs 364.22 crore in total (including Rs 7.0 crore interest earned on FD) has been spent so far by the company out of which Rs 271.09 were already spent till Q3FY23 and balance Rs 93.13 were spent in Q4FY24 towards part financing the expansion & development of Udaipur Manufacturing plant as mentioned in objects of the issue. As of March 31, 2024, there are no unutilized Proceeds of the issue left.	NA
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not applicable	Not applicable	Not applicable	NA
Whether the means of finance for the disclosed objects of the issue have changed?	Not applicable	Not applicable	Not applicable	NA
Is there any major deviation observed over the earlier monitoring agency reports?	Not applicable	Not applicable	Not applicable	NA
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not applicable	Not applicable	Not applicable	NA
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not applicable	Not applicable	Not applicable	NA
Are there any favorable/unfavorable events affecting the	No	Not applicable	Not applicable	NA

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
viability of these object(s)?				
Is there any other relevant information that may materially affect the decision making of the investors?	No	Not applicable	Not applicable	NA

NA: Not available

*Chartered Accountant certificate from Bansilal Shah & Company dated May 04, 2024

#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:

(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 [^]	Not applicable	Not applicable	NA	NA	NA
Total			444.91					

NA: Not available

* Chartered Accountant certificate from Bansilal Shah & Company dated May 04, 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 crores, 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.

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(ii) Progress in the objects –

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
1	Part financing the expansion and development of Udaipur manufacturing plant	Chartered Accountant certificate*, Bank statements, Offer Document	444.91 [^]	358.78	93.13	451.91	0.00	Out of the total proceeds of the issue, Rs 358.78 crores were already spent till Q3FY24 which includes Rs 354.58 out of issue proceeds and Rs 4.2 out of interest earned on FDs. During Q4FY24, the company has spent Rs 93.13 crores (including Rs 2.80 crore Interest earned on FD) as per the objects of the issue. As of March 31, 2024, there are no unutilized funds remaining out of the issue proceeds and total amount spent under this head is Rs 7.00 crore over & above of what was mentioned in offer document which is on account of interest earned on FD's made out of issue proceeds from time to time.	NA	NA
Total			444.91	358.78	93.13	451.91	0.00			

NA: Not available

* Chartered Accountant certificate from Bansilal Shah & Company dated May 04, 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 are available towards utilization. The balance Rs. 87.69 crores, 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.

(iii) Deployment of unutilized Rights Issue (RI) proceeds: Not applicable

Since all the proceeds of the issue have been utilized and there are no unutilized amount left as on March 31, 2024

(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	March 2024	Not applicable	NA	NA

NA: Not available

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
1	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
	Total	-			