

18th Annual Report

01st October 2012 - 31st March 2014



A NEW DAWN, A NEW BEGINNING.

Udaipur Cement Works Ltd.

BOARD OF DIRECTORS

ONKAR NATH RAI

Chairman

VINIT MARWAHA

GANPAT SINGH

S. K. KINRA

R. K. GUPTA

Whole-time Director & Company Secretary

REGISTERED OFFICE: E-2, Transport Nagar, Jaipur-302 003 (Rajasthan)	PLANT: Shripati Nagar, P.O. C.F.A.-312 021, Distt.- Udaipur (Rajasthan)
CORPORATE OFFICE: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi-110 002	BANKERS: IDBI Bank Ltd. ICICI Bank Ltd. State Bank of India
SHARE DEPARTMENT: Gulab Bhawan (Rear Block), 3 rd Floor, 6-A, Bahadur Shah Zafar Marg, New Delhi-110 002	SHARE TRANSFER AGENT: MCS Share Transfer Agent Ltd., F-65, 1 st Floor, Okhla Indl. Area, Phase-I, New Delhi-110 020, Phone: 011-41406149-52, E-mail: admin@mcsdel.com

AUDITORS

M/s OM PRAKASH S. CHAPLOT & Co.
Chartered Accountants

COMPANY WEBSITE

www.udaipurcement.com

UDAIPUR CEMENT WORKS LIMITED

(CIN: L26943RJ1993PLC007267)

Regd. Office :E-2, Transport Nagar, Jaipur-302 003 (Rajasthan)
Secretarial Deptt.: Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg
New Delhi-110 002

Email: bkdaga@jkmall.com, Website : www.udaipurcement.com

Phone : 30179860, Fax : 91-11-23739475

NOTICE

NOTICE is hereby given that the **18th Annual General Meeting** of the Members of **UDAIPUR CEMENT WORKS LIMITED** will be held at Hotel Maharani Palace, Station Road, Jaipur-302 001, Rajasthan on **Monday, the 18th August 2014** at 11:00 A.M to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year 2012-14 ended 31st March 2014(18 months) and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri R.K. Gupta (DIN: 00086630), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in connection therewith to pass, with or without modification(s), the following as **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Om Prakash S. Chaplot & Co., Chartered Accountants, Udaipur, (Registration No. 000127C) be and are hereby appointed as Auditors of the Company for a term of three consecutive years, from the conclusion of the 18th Annual General Meeting(AGM) till the conclusion of its 21st AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) on a remuneration of ₹ 1,00,000/- p.a. (Rupees One lac only) for the first year, excluding Service Tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to fix remuneration of the said Auditors for the subsequent two years thereafter, based on the recommendations of the Audit Committee of Directors of the Company in consultation with the said Auditors; and to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

As Special Business

4. To consider and if thought fit to pass, with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration of M/s. HVMN & Associates, the Cost Auditors, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15 ending 31st March 2015, of ₹ 35,000/- p.a. excluding service tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

5. To consider and if thought fit to pass, with or without modification(s), the following as an **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri O.N. Rai, Director of the Company (DIN: 00033142), who retires by rotation at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the date of his appointment at this Annual General Meeting, upto the conclusion of 23rd Annual General Meeting of the Company in the year 2019."

6. To consider and if thought fit to pass, with or without modification(s) the following as **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorised Capital of the Company be and is hereby increased from ₹ 125,00,00,000 (Rupees One Hundred Twenty Five Crores) to ₹ 200,00,00,000 (Rupees Two Hundred Crores).

RESOLVED FURTHER that the Memorandum of Association of the Company, be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V:

- V The Authorised Share Capital of the Company is ₹ 200,00,00,000 (Rupees Two Hundred Crores) divided into Equity Capital of ₹ 125,00,00,000 (Rupees One Hundred Twenty Five Crores) comprising 31,25,00,000 (Thirty One Crores Twenty Five Lacs) Equity Shares of ₹ 4 each and Preference Capital of ₹ 75,00,00,000 (Rupees Seventy Five Crores) comprising 60,00,000 (Sixty Lac) Preference Shares of ₹ 10 each and 6,900 (Six Thousand Nine
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Hundred) Preference Shares of ₹ 1,00,000 each; with power to the Board of Directors of the Company to increase, reduce, vary, alter or modify and divide, sub-divide or consolidate the nominal value of the Shares in the Capital for the time being and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges and conditions and to vary, modify or abrogate any such rights, privileges and conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise and in such manner as may be permitted by the Companies Act, 2013 or any statutory modifications or re-enactment thereof or as provided by the Articles of Association of the Company."

7. To consider and if thought fit to pass, with or without modification(s), the following as **Special Resolution:**

"RESOLVED that in supersession of the resolution passed by the Company with respect to the borrowing powers of the Board of Directors at the Extra-ordinary General Meeting held on 12th November 1993, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") for borrowing moneys (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary and/or expedient for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate ₹ 600 Crores (Rupees Six Hundred Crores only).

8. To consider and if thought fit to pass, with or without modification(s), the following as **Special Resolution:**

"RESOLVED that in supersession of the resolution passed by the Company with respect to mortgaging and/or charging by the Board of Directors at the Extra-ordinary General Meeting held on 12th November 1993, consent of the Company be and is hereby accorded pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board") to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, wheresoever situate and the whole or substantially the whole of any one or more of the undertakings of the Company, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other financial assistance lent, granted and advanced or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions / Banks / Funds, or any other persons, of such amount or amounts not exceeding ₹ 600 Crores (Rupees Six Hundred Crores only) in the aggregate on account of principal, together with interest thereon at the

respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the Company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said Term Loans, Debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board be and is hereby authorized to finalise the terms and conditions with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees and the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things as they deem necessary and/or expedient in connection therewith and incidental thereto."

9. To consider and if thought fit to pass, with or without modification(s), the following as **Special Resolution:**

"RESOLVED that pursuant to the Scheme of Rehabilitation of the Company sanctioned by the Hon'ble Board for Industrial and Financial Reconstruction ("BIFR Scheme") and in accordance with the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum & Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 6,500 Preference Shares of the Company of the face value of ₹ 1,00,000 each, for an aggregate value not exceeding ₹ 65 Crores, as Cumulative Redeemable Preference Shares ('CRPS'), at par, to JK Lakshmi Cement Ltd., a constituent of Promoter Group, and/or to such other person(s) including financial institution(s) /bank(s)/mutual fund(s)/ body corporate(s)/ any other entities whether he/they be a member(s) of the Company or not as the Board may deem fit, in one or more tranches and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that in accordance with provisions of Section 43 of the Act, the CRPS shall be non participating, carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Act.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to settle any question or difficulties that may arise in the matter of the said issue of CRPS as may be considered necessary or expedient in the best interest of the Company, without requiring any further approval of the members and to do all acts, deeds and things as may be deemed

necessary or expedient in connection therewith and incidental thereto including any modification in the terms and conditions of the aforesaid issue.

10. To consider and if thought fit to pass, with or without modification(s) the following as **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the re-appointment of Shri R.K. Gupta (DIN: 00086630), as Whole-time Director of the Company for a period of two years w.e.f. 1st April 2014, be and is hereby approved on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Section 198 of the Act in any financial year or years, the remuneration comprising salary, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Whole-time Director for the aforesaid period subject to requisite approvals under the Act.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to vary and/ or revise the terms and conditions of re-appointment of the said Whole-time Director including remuneration, as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Act and to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

By Order of the Board

Regd. Office:

E-2, Transport Nagar,
Jaipur-302003 (Rajasthan)
15th May 2014

O.N. Rai
Chairman

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 14th August 2014 to 18th August 2014 (both days inclusive)
4. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2012-14 (18 months) is being sent to all the members whose email IDs are registered with the Company/Depository Participants. Physical copy of the Annual Report for 2012-14 (18 months) may be sent on request by any Member.
5. Electronic copy of the Notice of the 18th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Admission Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. Appointment of Director

Brief resume of the Director proposed to be re-appointed (item No. 10) are given hereunder:

Name	Shri R.K. Gupta
Age	63 Years
Qualification	CS, CWA & MBA
Expertise in Specific Functional Areas	Financial Management
Date of Appointment on the Board	28 th July 1994
Name(s) of other Companies in which Directorships held (as per Section 165 of the Companies Act, 2013)	NIL
Name (s) of Companies in which Committee Membership(s)/ Chairmanship(s) held (as per Clause 49 of the Listing Agreement)	NIL

Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the Members, facility to exercise their right to vote at the 18th Annual General Meeting(AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under :-

- (i) Log on to the e-voting website : www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
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- (iii) Now, select the Company Name "UDAIPUR CEMENT WORKS LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> i Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field i Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client ID. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'.
DOB or Bank Details	Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or the Company, please enter the number of shares held by you as on 18 th July 2014 in the Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Company Name "UDAIPUR CEMENT WORKS LIMITED".
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same

the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - | Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - | They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - | After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - | The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - | They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period begins on 11th August 2014 at 10.00 A.M. and ends on 13th August 2014 at 5.30 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th July 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- (xx) The Company has appointed Mr. Manoj Maheshwari, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Scrutiniser will submit his Report to the Chairman of the Company within three working days after the conclusion of e-voting period.
- (xxi) The results of AGM shall be declared on or after the AGM of the Company. The results declared along with the Scrutiniser's Report shall be available on the Company's website within two days of passing of the resolutions at the AGM.

STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board, on the recommendations of the Audit Committee, has approved the re-appointment and remuneration of the existing Cost Auditors, M/s. HMVN & Associates, Cost Accountants, to conduct
