

## NOTICE

NOTICE is hereby given that the **26<sup>th</sup> Annual General Meeting** of the Members of **UDAIPUR CEMENT WORKS LIMITED** will be held on Friday, the **12<sup>th</sup> August 2022 at 11.00 A.M.** Indian Standard Time, through **Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**, to transact the following business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shrivats Singhania (DIN: 02359242), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass, the following Resolution 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 or re-enactment thereof for the time being in force, remuneration of M/s HMVN & Associates, the Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year 2022-23 commencing 1<sup>st</sup> April 2022, of ₹ 1.00 Lakh (Rupees One Lakh only) per annum, excluding GST as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the Cost 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 and/or expedient to give effect to this Resolution."

4. To consider and if thought fit to pass, the following Resolution as **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulations 16, 17(1A) and other applicable provisions, if any, of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Surendra Malhotra (DIN: 00271508), who was appointed as an Independent Director of the Company for a term of five consecutive years upto 29<sup>th</sup> June 2023, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 3 (three) consecutive years w.e.f. 30<sup>th</sup> June 2023, not liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary and/or expedient to give effect to this Resolution."

5. To consider and if thought fit to pass, the following Resolution as **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 16 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Amb. Bhaswati Mukherjee (DIN: 07173244), who was appointed as an Independent Director of the Company for a term of three consecutive years upto 23<sup>rd</sup> January 2023, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years w.e.f. 24<sup>th</sup> January 2023, not liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary and/or expedient to give effect to this Resolution."

6. To consider and if thought fit to pass, the following Resolution as **Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulations 16, 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Vinit Marwaha (DIN: 00051403), who was appointed as an Independent Director of the Company for a term of five consecutive years upto 9<sup>th</sup> May 2023, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> May 2023, not liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary and/or expedient to give effect to this Resolution."

7. To consider and if thought fit to pass, the following Resolution as a **Special Resolution:**

"RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 17<sup>th</sup> August 2019, consent of the Company be and is hereby accorded pursuant to the provision of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), including any statutory modification or re-enactment thereof, for the time being in force 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 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, Securities Premium 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 ₹ 2,000

Crores (Rupees Two Thousand Crores only).

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may be deem necessary and/or expedient to give effect to this Resolution."

8. To consider and if thought fit to pass, the following Resolution as a **Special Resolution:**

"RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 17<sup>th</sup> August 2019, consent of the Company be and is hereby accorded pursuant to the provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), including any statutory modification or re-enactment thereof, for the time being in force 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, pertaining to any one or more of the Company's Units and any other undertaking of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said 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(s) not exceeding ₹ 2,000 Crores (Rupees Two Thousand 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 of Directors of the Company, be and is hereby authorized to finalise the terms and conditions with the Financial Institutions, Banks and other lending Institutions or Funds/ Lenders or Debenture Trustees and the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to this Resolution"

9. To consider and if thought fit to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act) read with Rules made thereunder and other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions including any statutory modification or re-enactment thereof, for the time being in force, and subject to such approval(s), consent(s) and permission(s) as may be required from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as "the Board"), to enter/continue to enter into Contract(s)/ Arrangement(s)/Transaction(s), whether by way of an individual transaction or series of transactions or otherwise, with JK Lakshmi Cement Ltd., a Holding company and Related Party (JKLC) within the meaning of the aforesaid provisions of law, upto a limit of ₹ 1,500 Crore (Rupees Fifteen Hundred

Crores only) in the aggregate in each Financial Year, on an annual basis, for a period of five Financial Years commencing from 1<sup>st</sup> April 2022 and ending on 31<sup>st</sup> March 2027, in the ordinary course of Company's business and on an arm's length basis, in the nature of : (i) Sale and/or Purchase of Cement, Clinker and Petcoke/Coal, etc. and payment of Royalty charges; (ii) Availing of Financial and other support including by way of Corporate Guarantee (s) for loan taken by the Company in the normal course of business (other than the Expansion Project); and (iii) other transactions to meet its business objectives/ requirements, in the normal course of business, on such material terms and conditions as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof and as may be mutually agreed between JKLC and the Company from time to time, subject to requisite approval of the Audit Committee, in each relevant financial year(s).

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to take all necessary actions and to settle any question, difficulty or doubt may arise, without requiring to secure any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly under the authority of this Resolution, in each financial year; and to do all acts, deeds, matters and things as may be deemed necessary and/ or expedient to give effect to this Resolution, including power to delegate all or any of the powers herein conferred to any Officer of the Company or otherwise and to finalise, sign and execute necessary contracts, deeds, documents and writings on behalf of the Company."

Regd. Office: Shripati Nagar  
CFA, P.O: Dabok,  
Udaipur-313 022 (Rajasthan)

Date: 4<sup>th</sup> July, 2022

**By Order of the Board**

**Poonam Singh**  
Company Secretary &  
Compliance Officer

## NOTES:

- (1) The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of Item Nos. 3 to 9 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') of persons seeking re-appointment as Director are also annexed.
- (2) In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No.20/2020 dated 5<sup>th</sup> May 2020 read with General Circular No. 02/2022 dated 5<sup>th</sup> May 2022, allowed companies whose Annual General Meeting (AGM) are due in the year 2022, to conduct their AGMs on or before 31<sup>st</sup> December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ('MCA Circulars'). The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022. ('SEBI Circular'). In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 26<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 26<sup>th</sup> AGM shall be the Registered Office of the Company.
- (3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- (4) Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent at [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com).
- (5) The Members can join the AGM held through VC/OAVM fifteen (15) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Members (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (6) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All the documents referred to in this Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM.  
Members seeking to inspect such documents can send an e-mail to [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com).  
Further, Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 5<sup>th</sup> August 2022 through email at [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com). The same will be replied by the Company suitably.
- (7) Dispatch of Notice of AGM and Annual Report through electronic mode: In compliance with the



MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants ('DP') unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.udaipurcement.com](http://www.udaipurcement.com); website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited ('CDSL') at [www.evotingindia.com](http://www.evotingindia.com).

In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2021-22 and Notice of the 26<sup>th</sup> AGM of the Company, may send request to the Company's email address at [ucwl.investors@jkmil.com](mailto:ucwl.investors@jkmil.com) mentioning Folio No./DPID and Client ID.

For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/DPID/Client ID and attaching a self-attested copy of PAN at [ucwl.investors@jkmil.com](mailto:ucwl.investors@jkmil.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

**(8) INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/ OVAM ARE AS FOLLOWS:**

- (A) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 in relation to e-Voting Facility provided by Listed Entities, the Company is pleased to provide Members, facility to exercise their right to vote at the 26<sup>th</sup> AGM by electronic means and the business may be transacted through remote e-voting services provided by CDSL. Remote e-voting is optional. The facility of E-voting shall also be made available at the AGM and Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right to cast vote during the AGM.

**(B) The instructions for Members for remote e-voting are as under:**

- (i) The remote e-voting period begins on Tuesday, 9<sup>th</sup> August 2022 (10:00 A.M.) and ends on Thursday, 11<sup>th</sup> August 2022 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 5<sup>th</sup> August 2022 i.e. cut-off date (Cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote on the date of AGM.

**(C) Login method for E-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on E-Voting facility provided by Listed Entities, E-Voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP), thereby, not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to register / update their mobile number and e-mail ID with their DPs in order to access e-Voting facility and/or attend the AGM.

Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs.

Login method for E-Voting and joining virtual meetings for Individual Members holding shares in Demat mode is given below:



Type of Members	Login Method
<p><b>Individual Members holding shares in Demat mode with CDSL</b></p>	<p><b>Users who have opted for CDSL Easi/Easiest facility:</b></p> <ul style="list-style-type: none"> <li>(i) Members, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>(ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting his vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, links are also provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ul> <p><b>Users who have not opted for CDSL Easi/Easiest facility:</b></p> <ul style="list-style-type: none"> <li>(i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>(ii) Alternatively, the user can directly access e-Voting page by providing his Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all other e-Voting Service Providers.</li> </ul>
<p><b>Individual Members holding shares in demat mode with NSDL</b></p>	<p><b>Users registered for NSDL IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>(i) Open web browser by typing the URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>(ii) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>(iii) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>



Type of Members	Login Method
	<p><b>Users not registered for IDeAS e-Services:</b></p> <p>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>Visit the e-Voting website of NSDL.</b></p> <p>(i) After successfully registering on IDeAS, Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>(ii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(iii) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<b>Individual Members (holding Shares in demat mode) login through their Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option.</p> <p>Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at aforementioned website.

Individual Members holding shares in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL may reach out to below helpdesk:

Login type	Helpdesk details
Individual Members holding shares in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll free number 1800225533.
Individual Members holding shares in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**(D) Login method for E-voting and joining virtual meeting by Members (other than Individual Members) holding shares in Demat mode & all Members holding shares in Physical mode**

The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on "Shareholders/Members" module.

Now enter your User ID

- (i) For CDSL: 16 digits beneficiary ID;
- (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- (iii) Members holding Shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – New system Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form (other than Individuals) and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent (RTA) or contact Company/ RTA.
Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login. If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Member 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.
- (ix) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Udaipur Cement Works Limited.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.





- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(9) Information and Instructions for Members attending the AGM through VC/OVAM are as under:**

- (A) Member will be provided with a facility to attend the AGM through VC/OVAM through the CDSL e-Voting system. The link for VC/OVAM will be available in Shareholder/ Members login where the EVSN of Company will be displayed.
- (B) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- (C) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (D) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (E) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request on or before 5<sup>th</sup> August 2022 mentioning their name, demat account number/ folio number, registered email id and mobile number at [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com). The Members who do not wish to speak during the AGM but have queries may send their queries on or before 5<sup>th</sup> August 2022 mentioning their name, demat account number/folio number, email id and mobile number at [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com). These queries will be replied by the Company suitably.
- (F) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during

the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- (G) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

- (10) Members attending the AGM through VC / OVAM shall be reckoned for the purpose of quorum under Section 103 of the Act.

**(11) Instructions for Members for e-Voting during the AGM are as under:-**

- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who are present in the AGM through VC/OVAM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (c) If Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OVAM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
- (d) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(12) Other Common Instructions:**

- (i) Facility for Non-Individual Members and Custodians – Remote E-Voting
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they

wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at [ucwl.investors@jkmil.com](mailto:ucwl.investors@jkmil.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (ii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

- (iii) The voting rights of Members shall be in proportion to their shareholding in the paid up equity share capital of the Company as on the Cut-off date and a person who is not a Member as on the Cut-off date should treat the Notice for information purpose only.
- (iv) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the Cut-off date may follow the same instructions as mentioned above for e-voting.
- (v) The Company has opted to provide the same

electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

- (vi) The Company has appointed Shri Ronak Jhuthawat (Certificate of Practice No. 12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice, as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- (vii) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website at [www.udaipurcement.com](http://www.udaipurcement.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to the Stock Exchange. The results of the voting will also be displayed at the Notice Board at the Registered and the Administrative Office of the Company.
- (viii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date and who has not cast vote by remote e-voting, and being present at the AGM only shall be entitled to vote at the AGM.

**(13) The Register of Members and the Share Transfer Books of the Company shall remain closed from 5<sup>th</sup> August 2022 to 12<sup>th</sup> August 2022 (both days inclusive).**

**STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

The Board of Directors of the Company at its Meeting held on 17<sup>th</sup> May 2022, appointed M/s HMVN & Associates, Cost Accountants as the Cost Auditors, as recommended by the Audit Committee, to conduct the Cost audit of the cost records of the Company for the Financial Year 2022-23 commencing 1<sup>st</sup> April 2022 at a remuneration as mentioned in the Resolution.

