

# UDAIPUR CEMENT WORKS LIMITED

Regd. Office & Works: Shripatinagar, P.O. C.F.A.-313021, Near Dabok, Dist. Udaipur, Telefax: 0294- 2655077  
E-mail: [udaipurcement@ucwl.jkmail.com](mailto:udaipurcement@ucwl.jkmail.com), Website: [www.udaipurcement.com](http://www.udaipurcement.com)  
CIN : L26943RJ1993PLC007267

UCWL:SECTL:SE:17  
18<sup>th</sup> March 2017

BSE Limited  
Department of Corporate Services  
25<sup>th</sup> Floor, P.J. Towers  
Dalal Street  
Mumbai – 400 001

**Security Code: 530131**

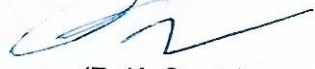
Dear Sir/Madam,

Re: Voting Results of Postal Ballot

1. Kindly refer to our letter dated 16th February 2017 enclosing Postal Ballot Notice of the Company, seeking approval of the Members by way of Special Resolution to issue of Cumulative Redeemable Preference Shares of upto Rs. 6 Crore on Private Placement basis.
2. Further, we send herewith voting results of the Postal Ballot (including remote e-voting) on the Special Resolution forming part of the said Postal Ballot Notice of the Company, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). The aforesaid Special Resolution was duly passed by the Members of the Company with requisite majority.
3. Further, we have to inform you that Mr. Namo Narain Agarwal, Company Secretary in Practice (Membership No. FCS – 234) has submitted Scrutinizer's Report dated 18<sup>th</sup> March 2017 on the voting results of the aforesaid Postal Ballot (including e-voting). A copy of the said Report is enclosed herewith. These results may also be deemed to be proceedings under Regulation 30 of SEBI LODR Regulations. The aforesaid results are also available on the Company's website [www.udaipurcement.com](http://www.udaipurcement.com).

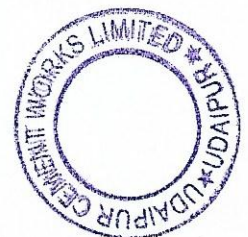
Thanking you and assuring you of our best cooperation at all times.

Yours faithfully,  
For Udaipur Cement Works Limited

  
(R. K. Gupta)  
Whole-time Director, CFO &  
Company Secretary

Encl: a.a.

cc: Central Depository Services (India) Limited  
16<sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort,  
Mumbai-400 001



**Udaipur Cement Works Limited**

**Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

<b>Date of declaration of voting results of Postal Ballot (including e-voting)</b>		17/03/2017
<b>Total number of Shareholders on Record Date i.e. 03rd February 2017</b>		24416
<b>No. of shareholders present in the meeting either in person or through proxy:</b>		
	Promoters and Promoter Group:	1
	Public:	284
<b>No. of shareholders who attended the meeting through Video Conferencing</b>		
	Promoters and Promoter Group:	NOT APPLICABLE
	Public:	

**Agenda-wise disclosure**

Resolution No. 1	Special	Issue of Cumulative Redeemable Preference Shares on Private Placement basis						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		Yes						
Category	Mode of Voting	No. of Shares	No. of Votes	% of votes polled on outstanding	No. of Votes-in	No. of Votes-against	% of votes in favour on votes	% of votes against on votes
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	221400000	7511756	3.39	7511756	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>221400000</b>	<b>7511756</b>	<b>3.39</b>	<b>7511756</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	1981611	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>1981611</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public - Non Institutions	E-Voting	71823669	12193718	16.98	12191516	2202	99.98	0.02
	Poll		0	0	0	0	0	0
	Postal Ballot		152470	0.21	147380	4890	96.66	3.21
	<b>Total</b>	<b>71823669</b>	<b>12346188</b>	<b>17.19</b>	<b>12338896</b>	<b>7092</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>		<b>295205280</b>	<b>19857944</b>	<b>6.73</b>	<b>19850652</b>	<b>7092</b>	<b>99.96</b>	<b>0.04</b>



# NAMO NARAIN AGARWAL

M. Com., L L B, FCS, Company Secretary

372, Narmada Apartments,  
Alaknanda,  
New Delhi – 110 019.  
Service Tax Reg. No. ABVPN0836BST002 – Company Secretary

Phone : 011-42143477  
Mobile : 09899026864  
Email : nnagarwal1939@gmail.com  
PAN : ABVPN0836B

## Scrutinizer Report

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22  
of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman,  
Udaipur Cement Works Limited  
Shripati Nagar, P.O. CFA,  
Udaipur-313021

I, Namu Narain Agarwal, Company Secretary in Practice was appointed as Scrutinizer, pursuant to Section 110 of the Companies Act, 2013 (Act) and Rule 22 of the Companies (Management and Administration) Rules, 2014, including any amendment, modification or re-enactment thereof, by the Board of Directors of **Udaipur Cement Works Limited** (the Company) at its meeting held on 14<sup>th</sup> February 2017 for conducting the postal ballot voting process (including voting through electronic means) in respect of the following Special Resolution:-

### Resolution: Special Resolution

Issue of Cumulative Redeemable Preference Shares of up to Rs. 6 Crore on Private Placement basis

I have scrutinized the physical postal ballot forms and votes tendered through e-voting as maintained in the Register, in which necessary entries have been made in accordance with the relevant rules.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the relevant rules for contents and passing of the resolution contained in the Notice of Postal Ballot dated 14<sup>th</sup> February, 2017.

My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer Report of the votes cast "For" or "Against" the resolution based on the postal ballot forms submitted by the Members and the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL).

Accordingly, I submit my Report as under:-

1. The Company issued Postal Ballot Notice dated 14<sup>th</sup> February 2017 for passing the Special Resolution mentioned in the said Notice to its Members. The Company completed the dispatch of Postal Ballot Notice (along with Postal Ballot Form) by registered post/speed post on 15<sup>th</sup> February 2017, to its Members, whose name(s) appeared in the Register of Members/ Statement of beneficial owners as on 3<sup>rd</sup> February 2017 (Record Date) and Newspaper advertisement(s), in compliance of the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was published on 16<sup>th</sup> February 2017.



2. The Company provided remote electronic voting facility (e-voting) to the Members of the Company and engaged CDSL for providing e-voting platform.
3. The Members were informed vide the Postal Ballot Notice, that they were required to give their assent for or dissent against the proposal through physical Postal Ballot Form, which were required to be sent to me on or before 17<sup>th</sup> March 2017 or through e-voting, which was kept open from 16<sup>th</sup> February 2017 (10.00 A.M.) to 17<sup>th</sup> March 2017 (05.00 P.M.).
4. Particulars of all valid Postal Ballot Forms received from Members up to 17<sup>th</sup> March, 2017 have been entered in the Postal Ballot Register separately maintained for the purpose.
5. Postal Ballot Forms were duly opened and scrutinized by me and the shareholding was confirmed with the Register of Members/ Statement of beneficial owners as on Record Date.
6. All Postal Ballot Forms received up to 5.00 P.M. on 17<sup>th</sup> March 2017 and electronic votes recorded from 16<sup>th</sup> February 2017 (10.00 A.M.) up to 17<sup>th</sup> March 2017 (05.00 P.M.), being the last date and time fixed by the Company for receipt of Form/casting of votes electronically have been considered for my scrutiny.
7. E-voting was unblocked at 5:27 P.M. on 17<sup>th</sup> March, 2017 in the presence of two witnesses, namely Mr. Anoop Singh Gusain and Ms. Bhawna Rustagi, who are not in the employment of the Company. Thereafter, the report for members' e-voting was downloaded.
8. After considering all valid postal ballot forms and electronic voting, I summarise the votes cast "For" and "Against" the resolution as under:-

Mode of voting	Votes cast FOR		Votes cast AGAINST		Votes cast TOTAL	
	No. of Members Voted	No. of votes cast by them	No. of Members Voted	No. of votes cast by them	Total No. of Members Voted	Total No. of votes cast by them
E-voting	82	19703272	1	2202	83	19705474
Physical Postal Ballot	188	147380	13	4890	201	152270
Total	270	19850652	14	7092	284	19857744
%age of total votes		99.96		0.04		

Thus, **the Special Resolution has been passed with requisite majority.**

Notes:


1. In case of duplicity of votes cast through postal ballot as well through e-voting (1 No.), votes cast through postal ballot have been ignored.




2. Invalid Postal Ballot Forms (4 Nos.) on account of absence of assent/dissent, wrong shareholding etc. have been ignored.
3. Postal ballots and all other relating papers have been handed over to the Whole-time Director, CFO & Company Secretary for safe custody.

Place: New Delhi  
Date: 18<sup>th</sup> March, 2017


**Witness 1**

  
Name: Anoop Singh Gusain  
Add: P-804, Supertech Icon  
Nyay Khand-I  
Indirapuram, Ghaziabad-201 010

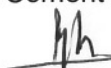
  
(Namo Narain Agarwal)  
Scrutinizer

**Namo Narain Agarwal**  
FCS 234, CP 3331  
372, Narmada Apartments,  
Alaknanda, New Delhi-19  
nnagarwal1939@gmail.com  
Mobile: 09899026864

**Witness 2**

  
Name: Bhawna Rustagi  
Add: 83-C, Shivam Enclave,  
Jhilmil, New Delhi- 110 032

COUNTERSIGNED BY  
for Udaipur Cement Works Ltd.

  
(Poonam Singh)  
Director