

UCWL:SECTL:SE:20

18th August 2020

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: Disclosure of Voting Results of the 24th Annual General Meeting of the Company held on 17th August 2020 through Video Conferencing

Further to our letter of even no. dated 24th July 2020, informing the date of Annual General Meeting (AGM) being held as under and the Cut-off date for e- voting respectively, we now send herewith the Voting Results (Consolidated: Remote e-voting & e- voting during the AGM) on the Resolutions forming part of the Notice of the 24th AGM of the Company held on Monday, 17th August 2020 at 11:00 A.M through Video Conferencing as Annexure-1, pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. It may be noted that all the Resolutions were duly passed, with requisite majority.

We also send herewith a copy of the consolidated Report dated 17th August 2020 of Shri Ronak Jhuthawat (Membership No. - F9738) of M/s. Ronak Jhuthawat & Co., Company Secretary in Practice/Scrutinizer on remote e-voting and the e-voting at the aforesaid AGM as Annexure - II.

This is for your information and records.

Thanking you

Yours faithfully,
For Udaipur Cement Works Limited


(Poonam Singh)

Company Secretary & Compliance Officer

Encl:a.a.

Cc : Central Depository Services (India) Ltd.
A Wing, Marathon Futurex, 25th Floor,
Mafatlal Mill Compound, N M Joshi Marg,
Lower Parel, Mumbai- 400 013



Regd. & Works Office: Shripati Nagar, CFA, P.O. Dabok, Udaipur-313 022 (Rajasthan); Phone: 0294-2655076; Fax: 0294-2655077;

E-Mail: ucwl@ucwl.jkmail.com; Website: udaipurcement.com; CIN: L26943RJ1993PLC007267

Admin. Office : Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002; Phone: 33001142 / 33001112; Fax: 91-011-23722251 / 23722021;

E-mail: ucwl.customer@ucwl.jkmail.com

UDAIPUR CEMENT WORKS LIMITED

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

Annexure I

Date of the AGM/EGM	17/08/2020
Total number of shareholders on record date	29095
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	65

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	Ordinary	To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		225893537	100.00	225893537	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total	1441502						
Public - Non Institutions	E-Voting		19927274	23.70	19914497	12777	99.94	0.06
	Poll							
	Postal Ballot (if applicable)							
	Total	84074778	19927274	23.70	19914497	12777	99.94	0.06
Total		311409817	245820811	78.94	245808034	12777	99.99	0.01

Resolution No. 2	Ordinary	To appoint a Director in place of Shri Naveen Kumar Sharma (DIN: 08152305), who retires by rotation and being eligible, has offered himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		225893537	100.00	225893537	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total	1441502						
Public - Non Institutions	E-Voting		19927274	23.70	19912771	14503	99.93	0.07
	Poll							
	Postal Ballot (if applicable)							
	Total	84074778	19927274	23.70	19912771	14503	99.93	0.07
Total		311409817	245820811	78.94	245806308	14503	99.99	0.01

Resolution No. 3	Ordinary	Ratification of Remuneration of Cost Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		225893537	100.00	225893537	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00
Public - Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total	1441502						
Public - Non Institutions	E-Voting		19927274	23.70	19912995	14279	99.93	0.07
	Poll							
	Postal Ballot (if applicable)							
	Total	84074778	19927274	23.70	19912995	14279	99.93	0.07
Total		311409817	245820811	78.94	245806532	14279	99.99	0.01




Resolution No. 4	Ordinary	Appointment of Ambassador Bhaswati Mukherjee (DIN: 07173244) as an Independent Woman Director of the Company for a term of 3 (three) consecutive years w.e.f 24th January 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled	
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting		225893537	100.00	225893537	0	100.00	0.00	
	Poll								
	Postal Ballot (if applicable)								
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00	
Public - Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total	1441502							
Public - Non Institutions	E-Voting		19927274	23.70	19912771	14503	99.93	0.07	
	Poll								
	Postal Ballot (if applicable)								
	Total	84074778	19927274	23.70	19912771	14503	99.93	0.07	
Total		311409817	245820811	78.94	245806308	14503	99.99	0.01	

Resolution No. 5	Special	Appointment of Shri. Shrivats Singhania (DIN: 02359242) as an Executive Director (Business Development) of the Company for a period of 5 (five) years w.e.f 1st April 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled	
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting		225893537	100.00	225893537	0	100.00	0.00	
	Poll								
	Postal Ballot (if applicable)								
	Total	225893537	225893537	100.00	225893537	0	100.00	0.00	
Public - Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total	1441502							
Public - Non Institutions	E-Voting		17399174	20.89	17384671	14503	99.92	0.08	
	Poll								
	Postal Ballot (if applicable)								
	Total	84074778	17399174	20.89	17384671	14503	99.92	0.08	
Total		311409817	243292711	78.13	243278208	14503	99.99	0.01	

DATE: 18th August 2020

PLACE: New Delhi

Yours faithfully,
For Udaipur Cement Works Limited


(Poonam Singh)
Company Secretary & Compliance Officer



Annexure-II

RONAK JHUTHAWAT & CO.
Practicing Company Secretaries
& Trademark Agent

CONSOLIDATED SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairperson
24th Annual General Meeting of the Members of
Udaipur Cement Works Limited
Shripati Nagar, CFA, P.O. Dabok
Udaipur -313022

Dear Madam,

Sub : 24th Annual General Meeting of the Equity Shareholders of Udaipur Cement Works Limited held on Monday, 17th August 2020 at 11:00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

I, Ronak Jhuthawat of M/s Ronak Jhuthawat & Co., Company Secretary in practice (Certificate of Practice no. 12094), have been appointed by the Board of Directors of Udaipur Cement Works Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting during 24th Annual General Meeting in a fair and transparent manner, in respect of resolutions as per attached Annexure-1 transacted at the 24th Annual General Meeting (AGM) of the Equity Shareholders of Udaipur Cement Works Limited, held on Monday 17th August, 2020 at 11:00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

I submit my report as under:-

As per the General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 & 5th May, 2020 respectively issued by Ministry of Corporate Affairs and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 in view of massive outbreak of COVID-19 pandemic shall be the notice dated July, 14 2020, as confirmed by the Company was sent to the shareholders in respect of the resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the above mentioned circulars.



- A. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide and facilitate remote e-voting services to the members of the Company to cast their votes through a secured electronic mode on the resolutions to be transacted at the said AGM.
- B. The Company had also provided e-voting facility to the shareholders those who attended the AGM through VC / OAVM and who had not cast their vote through remote e-voting earlier.
- C. The cut-off date for determining the eligibility of the members to vote by remote e-voting or e-voting at the AGM is 10th August 2020. As on "Cut-off" date i.e. 10th August 2020, there were 29095 (Twenty Nine Thousand Ninety Five) shareholders.
- D. The remote e-voting facility started on 14th August, 2020 (10:00 A.M.) and ended on 16th August 2020 (5:00 P.M.).
- E. The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with Ministry of Corporate Affairs Circular No. 20/2020 dated 5th May 2020 were published in "Indian Express " (in English) and in "Pratahkaal" (in Hindi) and in the "Financial Express" (in English) (All editions) and in "Pratahkaal" (in Hindi) (Udaipur Edition), both on 21st July 2020 and 24th July 2020 respectively.
- F. The votes cast through remote e-voting and through e-voting were unblocked at 12:03 P.M. after conclusion of voting at the AGM held on Monday, 17th August, 2020 in the presence of two witnesses who were not the employees of the Company.
- G. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of CDSL (www.evotingindia.com), and the votes cast by the members through VC / OAVM during AGM, the consolidated results of the remote e-voting and e-voting during AGM, on all items of the business transacted at the AGM held on Monday, 17th August, 2020 are given in the Annexure-1 enclosed herewith, forming part of this Report.



CONCLUSION

All the Resolutions mentioned in the AGM notice dated 14th July, 2020 under the remote e-voting and e-voting through VC / OAVM during Annual General Meeting have been passed with requisite majority.

Thanking you,

Yours faithfully,

**For Ronak Jhuthawat & Co.
Company Secretaries**



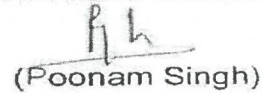
Ronak Jhuthawat
Proprietor
Membership No. FCS 9738 (COP No. 12094)



Place: Udaipur
Date: 17th August, 2020
UDIN-F009738B000586151

COUNTERSIGNED BY:

For Udaipur Cement Works Limited



(Poonam Singh)

Company Secretary & Compliance Officer

Authorised Person

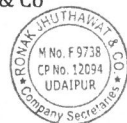
Annexure-1
UDAIPUR CEMENT WORKS LIMITED
24th Annual General Meeting held on 17th August 2020 at 11:00 A.M.
CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & THROUGH VIDEO CONFERENCING
(VC)/OTHER AUDIO VISUAL MEANS (OAVM)

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		E-VOTING AT AGM*		TOTAL		%age	Invalid Votes	
			No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	No. of members voted	No. of valid votes cast	of total valid votes	No. of Members	No. of invalid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
1	Ordinary Resolution for consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.	In Favour	81	237,752,034	5	8,056,000	86	245,808,034	99.99	NIL	NIL
		Against	2	12,777	-	-	2	12,777	0.01		
		Total	83	237,764,811	5	8,056,000	88	245,820,811	100.00		
2	Ordinary Resolution for re-appointment of Shri Naveen Kumar Sharma (DIN-08152305), who retires by rotation and being eligible, has offered himself for re-appointment.	In Favour	79	237,750,308	5	8,056,000	84	245,806,308	99.99	NIL	NIL
		Against	4	14,503	-	-	4	14,503	0.01		
		Total	83	237,764,811	5	8,056,000	88	245,820,811	100.00		
3	Ordinary Resolution for fixing of remuneration of M/s. HMVN & Associates, Cost Auditors to conduct the cost audit of the Company for the Financial Year 2020-21.	In Favour	80	237,750,532	5	8,056,000	85	245,806,532	99.99	NIL	NIL
		Against	3	14,279	-	-	3	14,279	0.01		
		Total	83	237,764,811	5	8,056,000	88	245,820,811	100.00		
4	Ordinary Resolution for appointment of Ambassador Bhaswati Mukherjee (DIN: 07173244) as an Independent Woman Director of the Company for a term of 3 (three) consecutive years w.e.f. 24th January, 2020.	In Favour	79	237,750,308	5	8,056,000	84	245,806,308	99.99	NIL	NIL
		Against	4	14,503	-	-	4	14,503	0.01		
		Total	83	237,764,811	5	8,056,000	88	245,820,811	100.00		
5	Special Resolution for appointment of Shri Shrivats Singhania (DIN: 02359242) as an Executive Director (Business Development) of the Company for a period of five years w.e.f. 1st April 2020.	In Favour	75	235,222,208	5	8,056,000	80	243,278,208	99.99	NIL	NIL
		Against	4	14,503	-	-	4	14,503	0.01		
		Total	79	235,236,711	5	8,056,000	84	243,292,711	100.00		

- Note : 1. This is the Annexure-1 referred to in Consolidated Scrutinizer's Report dated 17th August 2020 and forming part of that Report.
2. *E-voting during AGM is the facility provided to members of the Company to cast their votes through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

For Ronak Jhuthawat & Co
Company Secretaries

Ronak Jhuthawat
Membership No. : FCS-9738
Certificate of Practice No.: 12094
Udaipur, 17th August 2020
UDIN-F009738B000586151



Counter signed by

For Udaipur Cement Works Limited

(Poonam Singh)
Company Secretary & Compliance Officer

Authorised Person