

# UDAIPUR CEMENT WORKS LIMITED

Regd. Office & Works: Shripatinagar, P.O. C.F.A.-313021, Near Dabok, Dist. Udaipur, Telefax: 0294- 2655077  
E-mail: udr cement@gmail.com, Website: www.udaipurcement.com  
CIN : L26943RJ1993PLC007267

## UDAIPUR CEMENT WORKS LIMITED 19<sup>th</sup> Annual General Meeting (AGM) held on 19<sup>th</sup> September 2015 Results of Remote E-voting & Ballot Paper Voting at AGM Details of Voting Results

Pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder read with Clause 35B of the Listing Agreement with the Stock Exchange, the Members/Proxies were provided with the facility to cast their votes through remote e-voting and voting at the AGM through ballot paper on the resolutions forming part of the Notice of the 19<sup>th</sup> Annual General Meeting of the Company held on 19<sup>th</sup> September 2015 at 11.00 A.M.  
Shri Ronak Jhuthawat, Practicing Company Secretary, Udaipur, was appointed as the Scrutiniser for conducting both the remote e-voting process (E-voting period commenced on 16<sup>th</sup> September 2015 at 10.00 A.M. and ended on 18<sup>th</sup> September 2015 at 5.00 P.M) and poll, undertaken at the aforesaid AGM of the Company.  
Based on the consolidated Report submitted by the said Scrutiniser on the remote e-voting and the Ballot Paper voting as aforesaid, all the resolutions were duly passed with requisite majority. The results are as under:

|   |                                 |
|---|---------------------------------|
| <b>Date of the AGM:</b>   | 19 <sup>th</sup> September 2015 |
| <b>Total number of shareholders on record date (i.e. 14<sup>th</sup> September 2015 – cut-off date for e-voting purpose):</b> | 15251                           |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b>  | Nil                             |
| <b>Promoters and Promoter Group:</b>  | 57                              |
| <b>Public:</b>  |                                 |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>  | Not arranged                    |
| <b>Promoters and Promoter Group:</b>  |                                 |
| <b>Public:</b>  |                                 |

### Agenda-wise

#### In case of Ballot (Poll) /E-voting:

The mode of voting for all resolutions was Remote e-Voting and Poll conducted at the Meeting:



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**Resolution 1:** Adoption of the financial statements of the Company for the financial year 2014-15 ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

| Promoter/Public                | 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    | 26,16,63,413       | 26,16,63,413        | 100.00                                  | 26,16,63,413             | -                      | 100.00                               | -                                  |
| Public – Institutional Holders | 1,01,47,453        | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public-Others                  | 2,33,94,414        | 1,19,82,361         | 51.22                                   | 1,19,82,211              | 150                    | 99.99874                             | 0.00125                            |
| Total                          | 29,52,05,280       | 27,36,45,774        | 92.70                                   | 27,36,45,624             | 150                    | 99.99995                             | 0.00005                            |

**Resolution 2:** Re-appointment of Shri Ganpat Singh (DIN: 06416254), who retires by rotation (Ordinary Resolution)

| Promoter/Public                | 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    | 26,16,63,413       | 26,16,63,413        | 100.00                                  | 26,16,63,413             | -                      | 100.00                               | -                                  |
| Public – Institutional Holders | 1,01,47,453        | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public-Others                  | 2,33,94,414        | 1,19,82,361         | 51.22                                   | 1,19,82,211              | 150                    | 99.99874                             | 0.00125                            |
| Total                          | 29,52,05,280       | 27,36,45,774        | 92.70                                   | 27,36,45,624             | 150                    | 99.99995                             | 0.00005                            |

**Resolution 3:** Ratification of appointment of the Auditors and fixing their remuneration (Ordinary Resolution)

| Promoter/Public                | 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    | 26,16,63,413       | 26,16,63,413        | 100.00                                  | 26,16,63,413             | -                      | 100.00                               | -                                  |
| Public – Institutional Holders | 1,01,47,453        | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public-Others                  | 2,33,94,414        | 1,19,82,361         | 51.22                                   | 1,19,82,211              | 150                    | 99.99874                             | 0.00125                            |
| Total                          | 29,52,05,280       | 27,36,45,774        | 92.70                                   | 27,36,45,624             | 150                    | 99.99995                             | 0.00005                            |

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## Resolution 4: Approval of the Remuneration of the Cost Auditors (Ordinary Resolution)

| Promoter/Public                | 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    | 26,16,63,413       | 26,16,63,413        | 100.00                                  | 26,16,63,413             | -                      | 100.00                               | -                                  |
| Public – Institutional Holders | 1,01,47,453        | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public-Others                  | 2,33,94,414        | 1,19,82,361         | 51.22                                   | 1,19,82,211              | 150                    | 99.99874                             | 0.00125                            |
| Total                          | 29,52,05,280       | 27,36,45,774        | 92.70                                   | 27,36,45,624             | 150                    | 99.99995                             | 0.00005                            |

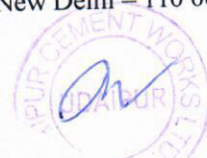
## Resolution 5: Appointment of Ms. Kumud Pahuja (DIN: 07119398) as an Independent Director (Special Resolution).

| Promoter/Public                | 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    | 26,16,63,413       | 26,16,63,413        | 100.00                                  | 26,16,63,413             | -                      | 100.00                               | -                                  |
| Public – Institutional Holders | 1,01,47,453        | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public-Others                  | 2,33,94,414        | 1,19,82,361         | 51.22                                   | 1,19,82,211              | 150                    | 99.99874                             | 0.00125                            |
| Total                          | 29,52,05,280       | 27,36,45,774        | 92.70                                   | 27,36,45,624             | 150                    | 99.99995                             | 0.00005                            |

## Resolution 6: Approval of Related Party Transaction with JK Lakshmi Cement Limited (Ordinary Resolution).

| Promoter/Public                | 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    | 26,16,63,413       | 3,88,88,413         | 100.00                                  | 3,88,88,413              | -                      | 100.00                               | -                                  |
| Public – Institutional holders | 1,01,47,453        | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public-Others                  | 2,33,94,414        | 1,18,82,361         | 50.80                                   | 1,18,82,211              | 150                    | 99.99874                             | 0.00126                            |
| Total                          | 29,52,05,280       | 5,07,70,774         | 17.20                                   | 5,07,70,624              | 150                    | 99.99971                             | 0.00029                            |

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## Resolution 7: Approval of Related Party Transaction with Hansdeep Industries & Trading Company Limited (Special Resolution).

| Promoter/Public                | 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    | 26,16,63,413       | 3,88,88,413         | 100.00                                  | 3,88,88,413              | -                      | 100.00                               | -                                  |
| Public – Institutional holders | 1,01,47,453        | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public-Others                  | 2,33,94,414        | 1,19,82,361         | 51.22                                   | 1,19,82,211              | 150                    | 99.99874                             | 0.00125                            |
| Total                          | 29,52,05,280       | 5,08,70,774         | 17.23                                   | 5,08,70,624              | 150                    | 99.99970                             | 0.00029                            |

## Resolution 8: Authorisation to the Board of Directors for borrowings upto an amount not exceeding Rs. 750 Crores (Special Resolution).

| Promoter/Public                | 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    | 26,16,63,413       | 26,16,63,413        | 100.00                                  | 26,16,63,413             | -                      | 100.00                               | -                                  |
| Public – Institutional Holders | 1,01,47,453        | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public-Others                  | 2,33,94,414        | 1,19,82,361         | 51.22                                   | 1,19,82,211              | 150                    | 99.99874                             | 0.00125                            |
| Total                          | 29,52,05,280       | 27,36,45,774        | 92.70                                   | 27,36,45,624             | 150                    | 99.99995                             | 0.00005                            |

## Resolution 9: Revision in the remuneration of Shri R.K. Gupta (DIN: 00086630) (Special Resolution).

| Promoter/Public                | 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    | 26,16,63,413       | 26,16,63,413        | 100.00                                  | 26,16,63,413             | -                      | 100.00                               | -                                  |
| Public – Institutional Holders | 1,01,47,453        | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public-Others                  | 2,33,94,414        | 1,19,82,361         | 51.22                                   | 1,19,82,211              | 150                    | 99.99874                             | 0.00125                            |
| Total                          | 29,52,05,280       | 27,36,45,774        | 92.70                                   | 27,36,45,624             | 150                    | 99.99995                             | 0.00005                            |

Note: Based on the Reports submitted by the Scrutinizer, all the resolutions were duly passed.

