



# UDAIPUR CEMENT WORKS LIMITED

CIN: L26943RJ1993PLC007267

Regd. Office: Shripati Nagar, CFA, P.O.: Dabok, Udaipur-313 022 (Rajasthan)  
Secretarial Office: Gulab Bhawan, 3<sup>rd</sup> Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002

Email: [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com), Website: [www.udaipurcement.com](http://www.udaipurcement.com)

Phone: 91-011-68201862 & 864

## NOTICE OF POSTAL BALLOT

**Dear Member(s),**

Notice is hereby given to the Members of UDAIPUR CEMENT WORKS LIMITED (the "Company") that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings and the Circulars issued by the Ministry of Corporate Affairs and pursuant to other applicable laws and regulations, the resolution appended below for increase in Authorized Share Capital of the Company is proposed to be passed by the Members as an Ordinary Resolution through Postal Ballot by voting through electronic means ("remote e-voting") only. The proposed resolution along with the Statement pursuant to Section 102 of the Act, setting out the material facts thereto is appended below for your consideration and voting.

The Company has appointed Shri Ronak Jhuthawat (Certificate of Practice No. 12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In conformity with the applicable provisions of the Act and the Rules made thereunder read with General Circular No. 14/2020 dated 8<sup>th</sup> April 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September 2020 and General Circular No. 39/2020 dated 31<sup>st</sup> December 2020 issued by the Ministry of Corporate Affairs, Members can vote only through remote e-voting, for which purpose, they are requested to carefully read the instructions given in the Notes forming part of this Notice. Remote e-voting will commence on 20<sup>th</sup> February 2021 from 10.00 A.M. and will end on 21<sup>st</sup> March 2021 at 5.00 P.M.

Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on or before 23<sup>rd</sup> March 2021. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at [www.udaipurcement.com](http://www.udaipurcement.com) and on the website of Central Depository Services (India) Ltd. ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com) and shall simultaneously be forwarded to BSE Ltd. where the shares of the Company are listed. The results of remote e-voting along with the Scrutinizer's report will also be displayed at the Notice Board at the Registered Office and at the Secretarial Office of the Company.

### AS SPECIAL BUSINESS

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

"RESOLVED that pursuant to Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force) and the Articles of Association of the Company, approval of the Members be and is hereby accorded to increase of Authorised Share Capital of the Company from the existing ₹ 250,00,00,000 (Rupees Two Hundred Fifty Crores) divided into Equity Share Capital of ₹ 134,00,00,000 (Rupees One Hundred Thirty-four Crores) comprising 33,50,00,000 (Thirty-three Crores Fifty Lacs) Equity Shares of ₹ 4 each and Preference Share Capital of ₹ 116,00,00,000 (Rupees One Hundred Sixteen Crores) comprising 6,600 (Six Thousand Six Hundred) Preference Shares of ₹ 1,00,000 each and 50,00,000 (Fifty Lacs) Preference Shares of ₹ 100 each to ₹ 400,00,00,000 (Rupees Four Hundred Crores) divided into Equity Share Capital of ₹ 284,00,00,000 (Rupees Two Hundred Eighty Four Crores) comprising 71,00,00,000 (Seventy-one Crores) Equity Shares of ₹ 4 each and Preference Share Capital of ₹ 116,00,00,000 (Rupees One Hundred Sixteen Crores) comprising 6,600 (Six Thousand Six Hundred) Preference Shares of ₹ 1,00,000 each and 50,00,000 (Fifty Lacs) Preference Shares of ₹ 100 each by creating additional 37,50,00,000 (Thirty Seven Crores Fifty Lacs) Equity Shares of ₹ 4 each aggregating to ₹ 150,00,00,000 (Rupees One Hundred Fifty Crores).

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

V. The Authorised Share Capital of the Company is ₹ 400,00,00,000 (Rupees Four Hundred Crores) divided into Equity Capital of ₹ 284,00,00,000 (Rupees Two Hundred Eighty-four Crores) comprising of 71,00,00,000 (Seventy One Crores) Equity Shares of ₹ 4 each and Preference Capital of ₹ 116,00,00,000 (Rupees One Hundred Sixteen Crores) comprising 6,600 (Six Thousand Six Hundred) Preference Shares of ₹ 1,00,000 each and 50,00,000 (Fifty Lacs) Preference Shares of ₹ 100 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 classify or reclassify existing shares into one or more classes and/or denominations 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(s) or re-enactment thereof for the time being in force or as provided by the Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company (“the Board” which term shall be deemed to include any Committee thereof) be and are hereby authorized to do all such acts, deeds and things as may be necessary and/or expedient to give effect to this Resolution.”

**Regd. Office:**

Shripati Nagar, CFA, P.O. Dabok  
Udaipur-313021(Rajasthan)

**By Order of the Board**

**Poonam Singh**  
Company Secretary &  
Compliance Officer

4<sup>th</sup> February 2021

**NOTES:**

1. Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the Resolution is annexed herewith.

2. In conformity with the applicable provisions of the Act and the Rules made thereunder read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 33/2020 dated 28<sup>th</sup> September 2020 and 39/2020 dated 31<sup>st</sup> December 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 12<sup>th</sup> February 2021 (“cut-off date”) and who have registered their e-mail addresses with the MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent (RTA) of the Company or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with the Postal Ballot Form in physical form has been dispensed with till 30<sup>th</sup> June 2021. Accordingly, the Company has not despatched physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member.
3. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) along with the copy of the signed request letter mentioning their name, folio no. & address, self-attested copy of the PAN Card and self-attested copy of any document (e.g.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant(s). In case of any queries/difficulties in registering the e-mail address, Members may write to [ucwl.investors@jkm.com](mailto:ucwl.investors@jkm.com).
4. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 12<sup>th</sup> February 2021 and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on the cut-off date should treat the Notice for information purpose only.
5. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the Resolution contained in the Notice of Postal Ballot dated 4<sup>th</sup> February 2021 is being taken through remote e-voting only.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. The Scrutinizer’s decision on the validity of the votes cast through Postal Ballot will be final.
8. The results of the Postal Ballot shall be declared on or before 23<sup>rd</sup> March 2021. The resolution set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. on 21<sup>st</sup> March 2021.
9. The Notice of Postal Ballot is available on the website of the Company at [www.udaipurcement.com](http://www.udaipurcement.com) and on the website of BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

10. **Remote e-voting procedure:** In compliance with the provisions of Sections 108 and 110 of the Act read with relevant rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members. The detailed procedure with respect to remote e-voting is mentioned below:

**The instructions for Members with respect to remote e-voting are as under:**

- (i) The voting period begins on 20<sup>th</sup> February 2021 at 10.00 A.M. and ends on 21<sup>st</sup> March 2021 at 5.00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 12<sup>th</sup> February 2021 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website at [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members.
- (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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login-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.

- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

<b>OR</b>	
Date of Birth (DOB)	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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 resolution contained in this Notice.
- (xi) Click on the EVSN for 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 a 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.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non-Individual Members and Custodians**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- 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, [ucwl.investors@jksmail.com](mailto:ucwl.investors@jksmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xx) If you have any queries or issues regarding remote e-voting, 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 Shri Nitin Kunder (022-23058738), Shri Rakesh Dalvi (022-23058542) or Shri Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Shri 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 - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058738 / 022-23058542/43.

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

With a view to augment the long term resources of the Company including the fund requirements from time to time for its expansion projects, it is considered desirable to suitably increase the Authorised Equity Share Capital of the Company. It is proposed to increase the Equity Share Capital from the existing ₹ 134 Crore to ₹ 284 Crore and to carry out consequential changes in Clause V of the Memorandum of Association (MOA) of the Company, as mentioned in the Resolution.

Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, the Company is required to obtain the approval of the Members of the Company for effecting said changes in the Authorized Share Capital and for alteration of Capital Clause of the MOA of the Company. The Board of Directors recommends the Resolution for approval of the Members by means of an Ordinary Resolution in the best interest of the Company.

Copy of the proposed MOA of the Company is available on the website of the Company at [www.udaipurcement.com](http://www.udaipurcement.com) and is also available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the last date of exercising the remote e-voting by Members i.e. on 21<sup>st</sup> March 2021.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise, in the aforesaid Resolution.

**Regd. Office:**

Shripati Nagar, CFA, P.O.Dabok  
Udaipur-313021(Rajasthan)

4<sup>th</sup> February 2021

**By Order of the Board**

**Poonam Singh**  
Company Secretary &  
Compliance Officer