

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and read with Companies (Management and administration) Rules, 2014 as amended]

To,
Chairman,
19th Annual General Meeting of the Members of Udaipur Cement Works Limited,
Held on 19th September 2015 at 11.00 A.M. at Shripati Nagar, P.O. CFA, Udaipur – 313 021

Dear Sir,

I Ronak Jhuthawat, a practicing Company Secretary(ACS 32924), have been appointed by the Board of Directors of **Udaipur Cement Works Limited** as a Scrutinizer for the purpose of :

1. Scrutinizing the e-voting process (remote E voting) and ascertaining the requisite majority on remote e- voting carried out as per the provision of Section 108 of the Companies Act, 2013 (Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 19th Annual General meeting (AGM) of the Members of the Company, to be held on 19th September 2015 at 11.00 A.M. at Shripati Nagar, P.O. CFA, Udaipur-313021.
2. Scrutinizing the Poll process through ballot papers under the provision of the Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 19th Annual General meeting (AGM) of the Members of the Company, to be held on 19th September 2015 at 11.00 A.M. at Shripati Nagar, P.O. CFA, Udaipur- 313021.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Act and the Rules relating to Voting through electronic means & Voting by Poll at the AGM on the resolutions contained in the Notice to the 19th AGM of the members of the Company.

My responsibility as a scrutinizer for the remote e-voting process & Poll at AGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast "in Favor "or "against "the resolutions, based on the reports generated from the e- voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency, to provide e-voting facilities, engaged by Company and from the polling process conducted at the 19th AGM.

Further to the above, I submit my report as under:

- A. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities to all the members who were eligible to take part in the remote e-voting.



RONAK JHUTHAWAT & CO.
COMPANY SECRETARIES
 1097, Gyan Nagar Hiran Magari Sec 4, Udaipur
 PH - 9887422212, EMAIL – csronakjhuthawat@gmail.com

- B. The "cut-off" date for the purpose of identifying the shareholders who will be entitled to vote on the resolution placed for the approval of the shareholders was 14th September, 2015.
- C. As prescribed in the Rules, remote e- voting facility was kept open for three days from 16th September, 2015 (10.00 A.M.) to 18th September 2015 (5.00P.M.)
- D. As on "Cut off" date i.e. 14th September 2015 there were 15,251 (Fifteen Thousand Two Hundred Fifty One) shareholders .
- E. After the time fixed for closing of the polls by Chairman, one poll box kept for polling was locked in my presence with due identification marks placed by me.
- F. After Annual General Meeting, the poll box kept for voting was immediately opened by me in presence of Mr Mohit Vanawat & Mr Arpit Lodha, 2 witnesses, who are not in the employment of the Company.
- G. Thereafter the electronic votes cast through E voting were unblocked on 19th September,2015 at 12.37 P.M. i.e. after the Conclusion of 19th Annual General Meeting in the presence of 2 witness, Mr Mohit Vanawat & Mr Arpit Lodha who are not in the employment of the Company.
- H. The poll papers were reconciled with the records maintained by the Registrar and Transfer agent and the authorization / proxies lodged with the company.

Consolidated report on result of voting through electronic means and voting by poll is as under:

(a) Resolution No. 1: Ordinary Resolution

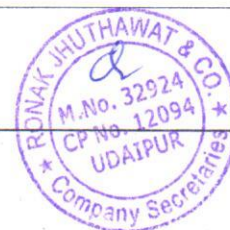
Adoption of the financial statements of the Company for the financial year 2014-15 ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted *in favor* of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	55	11698220	4.27495
Through remote e-voting	15	261947404	95.72500
Total	70	273645624	99.99995

(ii) Voted *against* the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	150	0.00005
Through remote e-voting	NIL	NIL	NIL
Total	1	150	0.00005



RONAK JHUTHAWAT & CO.
COMPANY SECRETARIES
 1097, Gyan Nagar Hiran Magari Sec 4, Udaipur
 PH - 9887422212, EMAIL – csronakjhuthawat@gmail.com

(iii) Votes *Invalid*:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	NIL	NIL
Through remote e-voting	NIL	NIL
Total	NIL	NIL

(b) Resolution No. 2 : Ordinary Resolution

Re-appointment of Shri Ganpat Singh (DIN: 06416254), who retires by rotation.

(i) Voted *in favor* of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	55	11698220	4.27495
Through remote e-voting	15	261947404	95.72500
Total	70	273645624	99.99995

(ii) Voted *against* the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	150	0.00005
Through remote e-voting	NIL	NIL	NIL
Total	1	150	0.00005

(iii) Votes *Invalid*:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	NIL	NIL
Through remote e-voting	NIL	NIL
Total	NIL	NIL



RONAK JHUTHAWAT & CO.
COMPANY SECRETARIES
 1097, Gyan Nagar Hiran Magari Sec 4, Udaipur
 PH - 9887422212, EMAIL – csronakjhuthawat@gmail.com

(c) Resolution No. 3: Ordinary Resolution

Ratification of appointment of the Auditors and fixing their remuneration

(i) Voted *in favor* of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	55	11698220	4.27495
Through remote e-voting	15	261947404	95.72500
Total	70	273645624	99.99995

(ii) Voted *against* the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	150	0.00005
Through remote e-voting	NIL	NIL	NIL
Total	1	150	0.00005

(iii) Votes *Invalid*:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	NIL	NIL
Through remote e-voting	NIL	NIL
Total	NIL	NIL

(d) Resolution No 4: Ordinary Resolution

Approval of the Remuneration of the Cost Auditors.

(i) Voted *in favor* of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	55	11698220	4.27495
Through remote e-voting	15	261947404	95.72500
Total	70	273645624	99.99995



RONAK JHUTHAWAT & CO.
COMPANY SECRETARIES
 1097, Gyan Nagar Hiran Magari Sec 4, Udaipur
 PH - 9887422212, EMAIL – csronakjhuthawat@gmail.com

(ii) Voted *against* the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	150	0.00005
Through remote e-voting	NIL	NIL	NIL
Total	1	150	0.00005

(iii) Votes *Invalid*:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	NIL	NIL
Through remote e-voting	NIL	NIL
Total	NIL	NIL

(e) Resolution No 5: Ordinary Resolution

Appointment of Ms. Kumud Pahuja (DIN: 07119398) as an Independent Director.

(i) Voted *in favor* of the resolution:

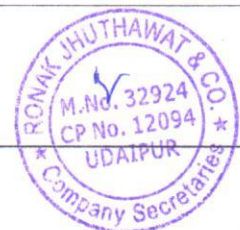
Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	55	11698220	4.27495
Through remote e-voting	15	261947404	95.72500
Total	70	273645624	99.99995

(ii) Voted *against* the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	150	0.00005
Through remote e-voting	NIL	NIL	NIL
Total	1	150	0.00005

(iii) Votes *Invalid*:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	NIL	NIL
Through remote e-voting	NIL	NIL
Total	NIL	NIL



RONAK JHUTHAWAT & CO.
COMPANY SECRETARIES
 1097, Gyan Nagar Hiran Magari Sec 4, Udaipur
 PH - 9887422212, EMAIL – csronakjhuthawat@gmail.com

(f) Resolution No 6: Special Resolution

Approval of Related Party Transaction with JK Lakshmi Cement Limited

(i) Voted *in favor* of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	55	11698220	23.04125
Through remote e-voting	3	39072404	76.95846
Total	58	50770624	99.99971

(ii) Voted *against* the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	150	0.00029
Through remote e-voting	NIL	NIL	NIL
Total	1	150	0.00029

(iii) Votes *Invalid*:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	NIL	NIL
Through remote e-voting	NIL	NIL
Total	NIL	NIL

(G) Resolution No 7: Special Resolution

Approval of Related Party Transaction with Hansdeep Industries & Trading Company Limited

(i) Voted *in favor* of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	55	11698220	22.99595
Through remote e-voting	14	39172404	77.00375
Total	69	50870624	99.99970



RONAK JHUTHAWAT & CO.

COMPANY SECRETARIES

1097, Gyan Nagar Hiran Magari Sec 4, Udaipur
PH - 9887422212, EMAIL – csronakjhuthawat@gmail.com

(ii) Voted *against* the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	150	0.00030
Through remote e-voting	NIL	NIL	NIL
Total	1	150	0.00030

(iii) Votes *Invalid*:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	NIL	NIL
Through remote e-voting	NIL	NIL
Total	NIL	NIL

(H) Resolution No 8: Special Resolution

Authorization to the Board of Directors for borrowings up to an amount not exceeding Rs 750 Crores.

(i) Voted *in favor* of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	55	11698220	4.27495
Through remote e-voting	15	261947404	95.72500
Total	70	273645624	99.99995

(ii) Voted *against* the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	150	0.00005
Through remote e-voting	NIL	NIL	NIL
Total	1	150	0.00005

(iii) Votes *Invalid*:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	NIL	NIL
Through remote e-voting	NIL	NIL
Total	NIL	NIL



RONAK JHUTHAWAT & CO.
COMPANY SECRETARIES
 1097, Gyan Nagar Hiran Magari Sec 4, Udaipur
 PH - 9887422212, EMAIL – csronakjhuthawat@gmail.com

(I) Resolution No 9: Special Resolution

Revision in the remuneration of Shri R.K. Gupta (DIN: 00086630)

(i) Voted *in favor* of the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	55	11698220	4.27495
Through remote e-voting	15	261947404	95.72500
Total	70	273645624	99.99995

(ii) Voted *against* the resolution:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	150	0.00005
Through remote e-voting	NIL	NIL	NIL
Total	1	150	0.00005

(iii) Votes *Invalid*:

Mode of Voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	NIL	NIL
Through remote e-voting	NIL	NIL
Total	NIL	NIL

Note:

a). The shareholders abstained from voting on specific resolution under remote e-voting has not been considered for ascertaining the Votes.

J. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request Shri Rohni Kumar Gupta, Whole-time Director, CFO & Secretary of the Company to announce the results of the 19th Annual General Meeting.

K. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.



RONAK JHUTHAWAT & CO.
COMPANY SECRETARIES
1097, Gyan Nagar Hiran Magari Sec 4, Udaipur
PH - 9887422212, EMAIL - csronakjhuthawat@gmail.com

Thanking you,

Yours faithfully,
For Ronak Jhuthawat & Co.
Company Secretaries,



Ronak Jhuthawat
Proprietor
Membership No. 32924 (COP No. 12094)

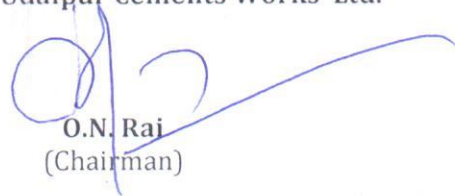


Place: Udaipur
Date: 19.09.2015

• Witness 1: *Mohit Vanawat*
Name: Mohit Vanawat
Add. 29 Keshavnagar Udaipur

• Witness 2: *Arpit Lodha*
Name: Arpit Lodha
Add: 38A G Road Bhupalpra
Udaipur

COUNTERSIGNED BY:
For Udaipur Cements Works Ltd.



O.N. Raj
(Chairman)