

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, Website: www.udaipurcement.com
CIN : L26943RJ1993PLC007267

UCWL/SECTL/REG. 44/16
17th September 2016

BSE Limited
DCS-Listing Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Security Code No. 530131

Dear Sir,

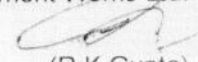
Re: Voting Results of 20th Annual General Meeting of the Company held on 17th September 2016

1. Further to our letter of even no. dated 20th August 2016, informing the date of Annual General Meeting (AGM), Book Closure for AGM and the Cut-off date for e-voting, we now send herewith the Voting Results (Consolidated: Remote E-voting & Poll) on the Resolutions forming part of the Notice of the 20th AGM of the Company held on 17th September 2016 at the Registered Office of the Company at Shripati Nagar, P.O. CFA, Udaipur – 313 021 (Rajasthan) pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015. All the Resolutions were duly passed with requisite majority.


2. We also send herewith a copy of the consolidated report dated 17th September 2016 of Shri Ronak Jhuthawat (Membership No.-32924) of M/s. Ronak Jhuthawat & Co., Company Secretary in Practice/Scrutinizer on remote E-voting and the voting at the aforesaid AGM.

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

Yours faithfully
For Udaipur Cement Works Ltd.


(R.K.Gupta)

Secretary, Whole-time Director & CFO


Encl: a.a.

cc: Central Depository Services (India) Ltd.
17th floor,
P J Towers, Dalal Street,
Mumbai - 400001

Udaipur Cement Works Limited

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

Annexure I

Date of the AGM/EGM		17/09/2016
Total number of shareholders on record date		22601
No. of shareholders present in the meeting either in person or through proxy:		
Promoter and Promoter Group:	0	
Public:	56	
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group:	NOT APPLICABLE	
Public:	NOT APPLICABLE	

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

Resolution No. 1	(Ordinary)	Consideration and adoption of the financial statements of the Company for the financial year ended 31st March 2016 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]/[3]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	221400000	221400000	100.000	221400000	0	100.000	0.000
	Poll		--	--	--	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	221400000	221400000	100.000	221400000	0	100.000	0.000
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	2595245	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	2595245	0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting	71210035	10532279	14.790	10532279	0	100.000	0.000
	Poll		1702385	2.391	1702385	0	100.000	0.000
	Postal Ballot (if applicable)							
	Total	71210035	12234664	17.181	12234664	0	100.000	0.000
Total		295205280	233634664	79.143	233634664	0	100.000	0.000

Resolution No. 2	(Ordinary)	Re-appointment of Shri Virat Marwaha (DIN: 00051403) as a Director, who retires by rotation.						
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]/[3]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	221400000	221400000	100.000	221400000	0	100.000	0.000
	Poll		--	--	--	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	221400000	221400000	100.000	221400000	0	100.000	0.000
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	2595245	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	2595245	0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting	71210035	10532279	14.790	10532279	0	100.000	0.000
	Poll		1702385	2.391	1702385	0	100.000	0.000
	Postal Ballot (if applicable)							
	Total	71210035	12234664	17.181	12234664	0	100.000	0.000
Total		295205280	233634664	79.143	233634664	0	100.000	0.000

Resolution No. 3	(Ordinary)	Ratification of appointment of Statutory Auditors and their remuneration						
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		221400000	100.000	221400000	0	100.000	0.000
	Poll	221400000	--	0.000	--	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	221400000	221400000	100.000	221400000	0	100.000	0.000
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	2595245	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	2595245	0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting		10532279	14.790	10532279	0	100.000	0.000
	Poll	71210035	1702385	2.391	1702385	0	100.000	0.000
	Postal Ballot (if applicable)							
	Total	71210035	12234664	17.181	12234664	0	100.000	0.000
Total		295205280	233634664	79.143	233634664	0	100.000	0.000
Resolution No. 4	(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		221400000	100.000	221400000	0	100.000	0.000
	Poll	221400000	--	0.000	--	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	221400000	221400000	100.000	221400000	0	100.000	0.000
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	2595245	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	2595245	0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting		10532279	14.790	10532279	0	100.000	0.000
	Poll	71210035	1702385	2.391	1702385	0	100.000	0.000
	Postal Ballot (if applicable)							
	Total	71210035	12234664	17.181	12234664	0	100.000	0.000
Total		295205280	233634664	79.143	233634664	0	100.000	0.000
Resolution No. 5	(Ordinary)	Approval of Related Party Transaction with JK Lakshmi Cement Ltd						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, JK Lakshmi Cement Ltd.- 21,36,88,244 Equity Shares.						
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		7511756	3.393	7511756	0	100.000	0.000
	Poll	221400000	--	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	221400000	7511756	3.393	7511756	0	100.000	0.000
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	2595245	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	2595245	0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting		10432279	14.850	10432279	0	100.000	0.000
	Poll	71210035	1702385	2.391	1702385	0	100.000	0.000
	Postal Ballot (if applicable)							
	Total	71210035	12134664	17.041	12134664	0	100.000	0.000
Total		295205280	19646420	6.655	19646420	0	100.000	0.000
Resolution No. 6	(Ordinary)	Approval of Related Party Transaction with Hansoep Industries & Trading Company Ltd						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, JK Lakshmi Cement Ltd.- 21,36,88,244 Equity Shares.						
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		7511756	3.393	7511756	0	100.000	0.000
	Poll	221400000	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	221400000	7511756	3.393	7511756	0	100.000	0.000
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	2595245	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	2595245	0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting		10432279	14.850	10432279	0	100.000	0.000
	Poll	71210035	1702385	2.391	1702385	0	100.000	0.000
	Postal Ballot (if applicable)							
	Total	71210035	12134664	17.041	12134664	0	100.000	0.000
Total		295205280	19646420	6.655	19646420	0	100.000	0.000

Resolution No. 7	(Special)	Re-appointment and determination of the remuneration of Whole-time Director						
Whether promoters/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		221400000	100.000	221400000	0	100.000	0.000
	Poll	221400000	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	221400000	221400000	100.000	221400000	0	100.000	0.000
Public - Institutions	E-Voting		0	0.000	0	0	0.000	0.000
	Poll	2595245	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)							
	Total	2595245	0	0.000	0	0	0.000	0.000
Public - Non Institutions	E-Voting		10532279	14.790	10532279	0	100.000	0.000
	Poll	71210035	1702284	2.391	1702284	0	100.000	0.000
	Postal Ballot (if applicable)							
	Total	71210035	12234563	17.181	12234563	0	100.000	0.000
Total		295205280	233634563	79.143	233634563	0	100.000	0.000

Date: 17.9.2016
Place: New Delhi

For Udaipur Cement Works Ltd.

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

**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 Chairman,
20th Annual General Meeting of the Members of
Udaipur Cement Works Limited
Shripati Nagar, P.O. CFA, Udaipur – 313021

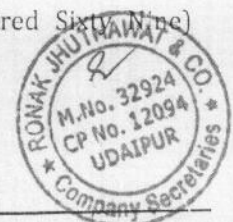
Dear Sir,

Sub : 20th Annual General Meeting of the Equity Shareholders of the Company of Udaipur Cement Works Limited held on 17th September 2016 at 11.00 A.M. at Shripati Nagar, P.O. CFA, Udaipur-313021

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 Ltd. (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) as well as for voting at the venue of Annual General Meeting through Ballot Paper (Poll), in a fair and transparent manner and ascertaining the result thereof, in respect of resolutions transacted at the 20th Annual General Meeting (AGM) of the Equity Shareholders of Udaipur Cement Works Ltd., held on 17th September, 2016 at 11:00 A. M. at Shripati Nagar, P.O. CFA Udaipur 313021

I submit my report as under:-

- A. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide and facilitate remote e-voting process 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. The Company has also provided the facility of voting through Ballot Paper at the venue of the AGM to members attending the meeting but have not cast their vote by remote e-voting facility.
- B. The cut-off date for determining the eligibility of the members to vote by remote e-voting or voting at the AGM is 11th September 2016. As on "Cut-off" date i.e. 11th September 2016, there were 22469 (Twenty Two Thousand Four Hundred Sixty Nine) shareholders.



- C. The remote e-voting facility started on 14th September, 2016 (10.00 A.M.) and ended on 16th September 2016 (5.00P.M.).
- D. The requisite advertisement 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, was published in the "Financial Express" (in English language) (All editions) and in "Jagruk Times" (in Hindi language), both on 23rd August 2016.
- E. At the 20th AGM, after the declaration of Poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- F. The locked ballot box was subsequently opened by me in the presence of two witnesses, (1) Ms Anjali Pacholi and (2) Ms Bhagyashree Sadhwani, who are not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by MCS Share Transfer Agent Limited, the Registrar and Transfer Agent of the Company and also with the authorization/proxies lodged with the Company.
- G. Thereafter, the electronic votes cast through remote e-voting provided by CDSL were unblocked in the presence of said two witnesses (1) Ms Anjali Pacholi and (2) Ms Bhagyashree Sadhwani, on 17th September, 2016 at 12.45 P.M. i.e. immediately after counting the votes cast through Ballot papers at the AGM.
- H. There were no poll papers which were incomplete and/or which were otherwise found defective.
- I. I found one invalid ballot paper.
- J. 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 (including proxies) through Ballot Papers at AGM, the consolidated results of the remote e-voting and voting at AGM, on all items of the business transacted at the AGM held on 17th September, 2016 are given in the Annexure enclosed herewith, forming part of this Report.
- K. All relevant documents, records and papers relating to remote e-voting as well as Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 20th Annual General Meeting and thereafter, I shall return these documents and other related papers to the Company.



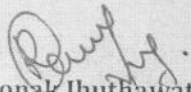
CONCLUSION

All the Ordinary as well as Special resolutions mentioned in the AGM notice dated 21st July 2016 under the remote e-voting and Voting through Ballot conducted at the venue of the meeting have been passed with requisite majority.

Thanking you,

Yours faithfully,

For Ronak Jhuthawat & Co.
Company Secretaries

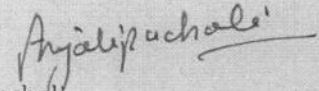
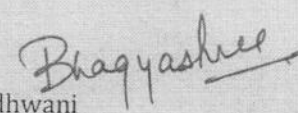

Ronak Jhuthawat
Proprietor

Membership No.32924 (COP No. 12094)



Place: Shripati Nagar, Udaipur

Date: 17.09.2016

- Witness 1: 
Name: Anjali Pachol
Add : 217/13 Ashok Nagar Udaipur
- Witness 2: 
Name: Bhagyashree Sadhwani
Add: 90 B Jawahar Nagar , Udaipur

COUNTERSIGNED BY:
For Udaipur Cement Works Ltd.


[R K Gupta]
Whole time Director, CFO
& Company Secretary

Udaipur Cement Works Ltd.

20th Annual General Meeting held on 17th September, 2016 at 11.00 AM.
CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & POLL

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		POLL AT AGM		TOTAL		%age of total valid votes	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		No. of Members	No. of invalid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
1	Ordinary Resolution for Considering and adoption of the financial statements of the Company for the financial year ended 31st March 2016 and the Reports of the Board of Directors and Auditors thereon.	In Favour	33	23,19,32,279	56	17,02,385	89	23,36,34,664	100.00	1	2
		Against	-	-	-	-	-	-	-		
		Total	33	23,19,32,279	56	17,02,385	89	23,36,34,664	100.00		
2	Ordinary Resolution for re-appointment of Shri Vinit Marwaha, as a Director, who retires by rotation	In Favour	33	23,19,32,279	56	17,02,385	89	23,36,34,664	100.00	1	2
		Against	-	-	-	-	-	-	-		
		Total	33	23,19,32,279	56	17,02,385	89	23,36,34,664	100.00		
3	Ordinary Resolution for ratification of appointment of Statutory Auditors and fixing their remuneration.	In Favour	33	23,19,32,279	56	17,02,385	89	23,36,34,664	100.00	1	2
		Against	-	-	-	-	-	-	-		
		Total	33	23,19,32,279	56	17,02,385	89	23,36,34,664	100.00		
4	Ordinary Resolution for ratification of remuneration of the Cost Auditors.	In Favour	33	23,19,32,279	56	17,02,385	89	23,36,34,664	100.00	1	2
		Against	-	-	-	-	-	-	-		
		Total	33	23,19,32,279	56	17,02,385	89	23,36,34,664	100.00		
5	Ordinary resolution for Related Party Transaction with JK Lakshmi Cement Limited.	In Favour	21	1,79,44,035	56	17,02,385	77	1,96,46,420	100.00	1	2
		Against	-	-	-	-	-	-	-		
		Total	21	1,79,44,035	56	17,02,385	77	1,96,46,420	100.00		
6	Ordinary Resolution for Related Party Transaction with Hansdeep Industries & Trading Company Limited.	In Favour	21	1,79,44,035	56	17,02,385	77	1,96,46,420	100.00	1	2
		Against	-	-	-	-	-	-	-		
		Total	21	1,79,44,035	56	17,02,385	77	1,96,46,420	100.00		
7	Special Resolution for Re-appointment and determination of the remuneration of Whole-time Director	In Favour	33	23,19,32,279	55	17,02,284	88	23,36,34,563	100.00		
		Against	-	-	-	-	-	-	-		
		Total	33	23,19,32,279	55	17,02,284	88	23,36,34,563	100.00		



Udaipur Cement Works Ltd.

20th Annual General Meeting held on 17th September, 2016 at 11.00 AM.

CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & POLL

Item No. of Notice of AGM	Subject matter of the Resolution (in brief)		REMOTE E-VOTING		POLL AT AGM		TOTAL		%age of total valid votes	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		No. of Members	No. of invalid votes
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)

Note : 1. This is the Annexure referred to in Consolidated Scrutinizer's Report dated 17th September, 2016 and forming part of that Report.

For Ronak Jhuthawat & Co
Company Secretaries


Ronak Jhuthawat

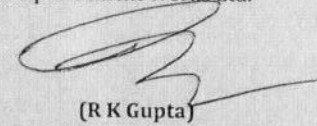
Membership No. : 32924

Certificate of Practice No. 12094

Shripati Nagar, Udaipur 17th September 2016



Counter signed by
For Udaipur Cement Works Ltd.


[R K Gupta]

Whole-time Director, CFO
& Company Secretary