



UCWL:SECTL:SE:24
31st July 2024

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| <p>1 BSE Ltd.
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Through: BSE Listing Centre
Security Code No. 530131</p> | <p>2 National Stock Exchange of India Ltd.
“Exchange Plaza”
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051
Through: NEAPS
Symbol: UDAICEMENT, Series: EQ</p> |
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Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Composite Scheme of Amalgamation and Arrangement between JK Lakshmi Cement Limited, Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers and Industries Private Limited and their respective Shareholders and Creditors, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ('Scheme').

Further to our letter dated 31st July 2024 on the captioned subject, please find attached a copy of the presentation on the Scheme, which is being also available on the website of the Company at www.udaipurcement.com.

This is for your information and records.

Thanking you and assuring you our best co-operation at all times.

Yours faithfully,
For Udaipur Cement Works Limited

(Poonam Singh)
Company Secretary and Compliance Officer

Encl:a.a

Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002 | Phone: +91-11-66001142 / 66001112 |
Fax: +91-11-66001142 | Email: ucwl.customercare@ucwl.jkmail.com | **Works & Regd. Office:** Shripati Nagar, CFA, P.O. Dabok,
Udaipur - 313022, Rajasthan | Phone: +91-294-2655076 | Fax: +91-294-2655077 | Email: ucwl@ucwl.jkmail.com

CIN: L26943RJ1993PLC007267



JK LAKSHMI
C E M E N T L t d.



Composite Restructuring Scheme

Investors' Presentation

31st July 2024

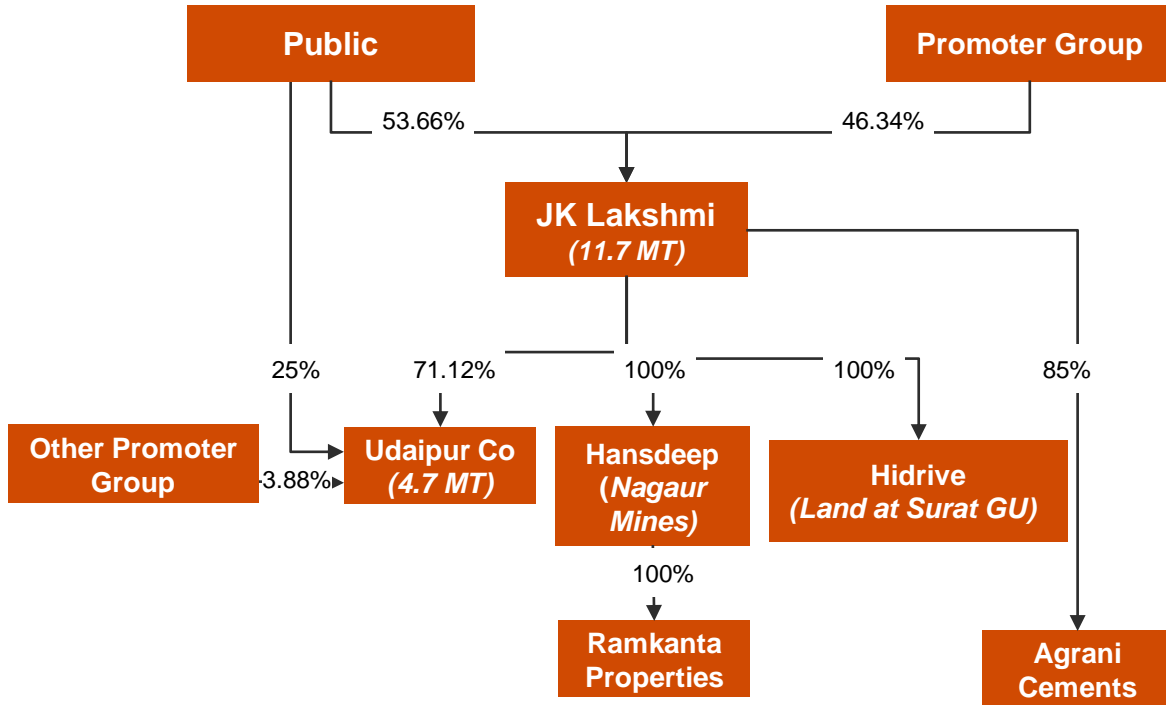


UCWL

JK LAKSHMI
C E M E N T L t d.

Current Structure and Background

Current Structure

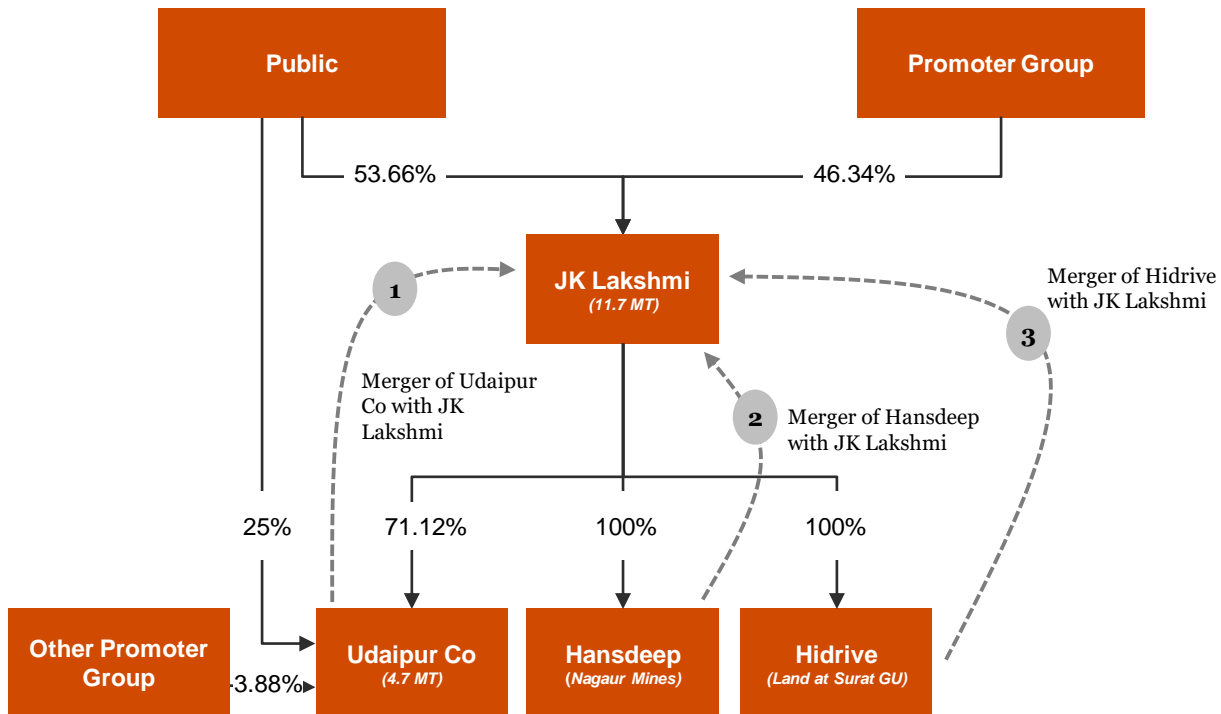


Background of Companies involved

- **JK Lakshmi Cement Ltd (JKLC)** is primarily engaged in Cement business i.e., business of manufacturing, selling and trading of clinker and cement ("Cement Division");
 - Has manufacturing facilities/ immovable properties located in state of Rajasthan, Chhattisgarh, Gujarat, Haryana, and Odisha.
 - Has 2 integrated plant in Sirohi, Rajasthan and Durg, Chattisgarh and split grinding units in stated of Haryana, Gujarat & Odisha
 - Has capacity of 11.7 MT for cement and 7.0 MT for clinker
- **Udaipur Co** is also engaged in business similar to JK Lakshmi – i.e. cement business
 - Has single location integrated plant in Rajasthan with capacity of 4.7 MT for cement and 3.0 MT for clinker
- **Hidrive** owns an industrial plot adjacent to the Surat Grinding Unit
- **Hansdeep** is a preferred bidder for Limestone Mines at Nagaur, Rajasthan

Transaction Mechanics

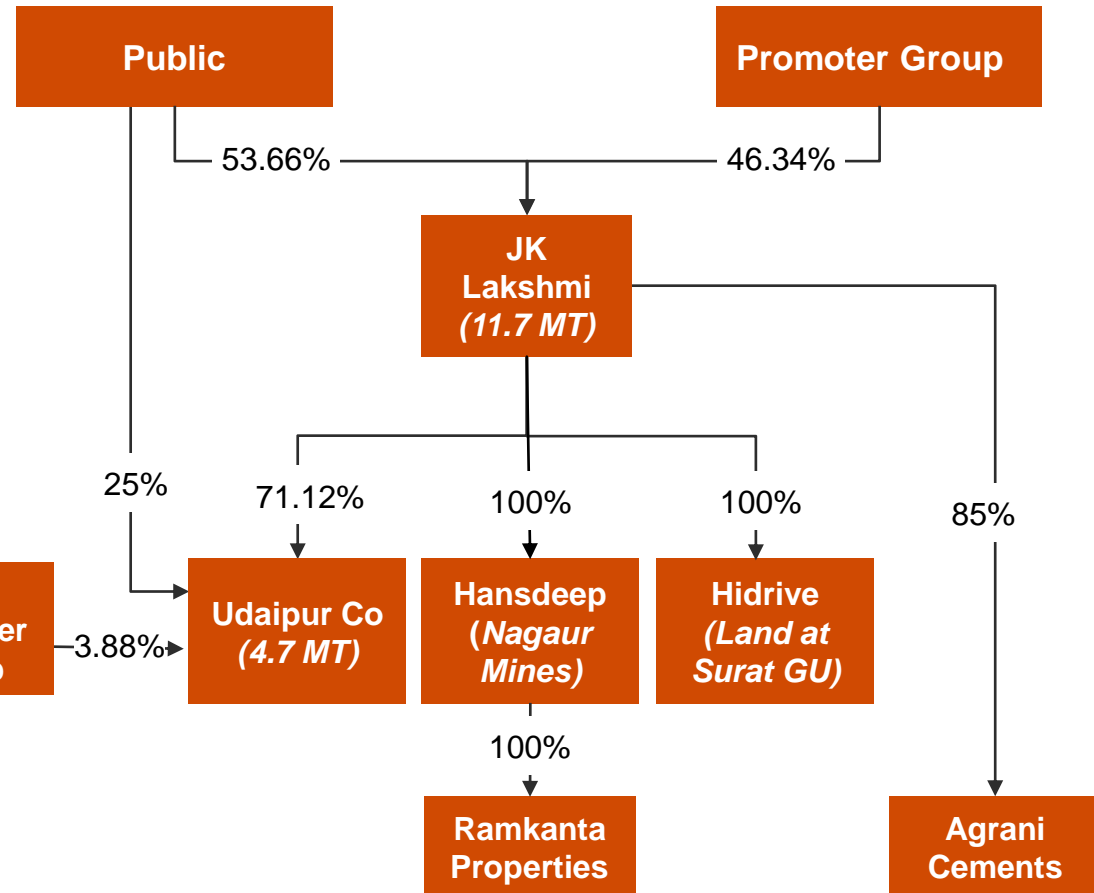
Mechanics



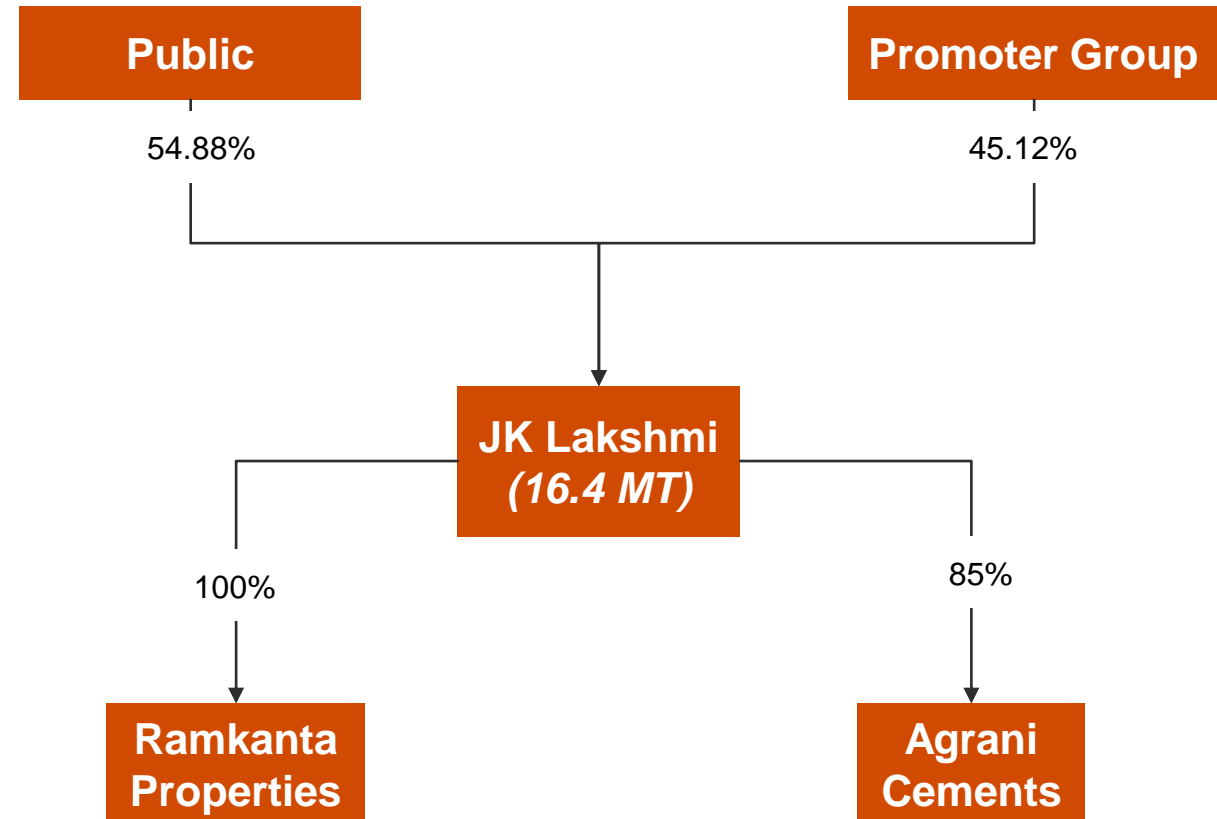
Part	Mechanics
1	<ul style="list-style-type: none"> • Merger of Udaipur Co with and into JK Lakshmi. • JK Lakshmi to issue: <ul style="list-style-type: none"> ○ 4 Equity Shares of Face Value INR 5 each for every 100 Equity Shares of INR 4 each held in Udaipur Co to Shareholders of Udaipur Co (Other than JKLC) as consideration based on fair value swap ratio • JK Lakshmi's Investment in Udaipur Co shall stand cancelled pursuant to merger and no shares shall be issued by JK Lakshmi to itself.
2	<ul style="list-style-type: none"> • Merger of Hansdeep with and into JK Lakshmi • Considering Hansdeep is a wholly owned subsidiary of JK Lakshmi, no shares shall be issued by JK Lakshmi either to itself or to any of its nominee shareholders
3	<ul style="list-style-type: none"> • Merger of Hidrive with and into JK Lakshmi • Considering Hidrive is a wholly owned subsidiary of JK Lakshmi, no shares shall be issued by JK Lakshmi either to itself or to any of its nominee shareholders

Current vis-à-vis Resultant Structure

Current Structure



Resultant Structure



Strategic Rationale for the Composite Scheme of Arrangement

1. Synergical Benefits upon Merger.

- Increased Synergical benefits in Manufacturing, Distribution Process & Logistics alignment reducing time to market & benefitting customers.
- Scope for reduction in Fixed Costs & Other benefits of Economies of Scale including common procurement.

2. Simplified Structure with Consolidation of Cement Capacities in a Single Entity.

- Presently, the Cement Assets are fragmented into 4 Entities viz JK Lakshmi, Udaipur Cement, Hansdeep & Hidrive. The Scheme consolidates the Cement Assets of all the 4 Entities into a Single Business Focused Listed Entity making a Stronger Balance Sheet.
- Availability of Consolidated Cash Flows in a Single Entity enabling faster Growth.

3. Unlocking Value for the Shareholders.

- Shareholders of JKLC to benefit through Optimum Valuation with Cement Capacity consolidating into a Single Listed Entity with no Subsidiary discount.
- Shareholders of UCWL to gain by merging into a much Bigger Listed Entity with higher Cement Capacity.

4. Efficiency in Operations, Processes & Compliances.

- Streamline the Corporate Structure by Consolidating Multiple Entities, Legal and Regulatory Compliances & Reduction of Administrative costs.
- No need for any approvals for Related Party Transactions or Corporate Guarantees.

Transaction Summary



Proposed Transaction

- Merger of Udaipur Cement Works Ltd into JK Lakshmi Cement Ltd (JKLC).
- Merger of Hansdeep Industries & Trading Company Ltd (HITCL) into JKLC.
- Merger of Hidrive Developers & Industries Ltd (HDIL) into JKLC.



Transaction Highlights

- Shareholders of UCWL have the to receive 4 Equity Shares of JKLC for every 100 Equity Shares to be held by them in UCWL.
- JKLC Holding in UCWL of 71.12% to be cancelled.
- JKLC's 100% Holding in Preference Shares of UCWL to be cancelled.
- JKLC's 100% Holding in HITCL to be cancelled.
- JKLC's 100% Holding in HDIL to be cancelled.



Transaction Perimeter

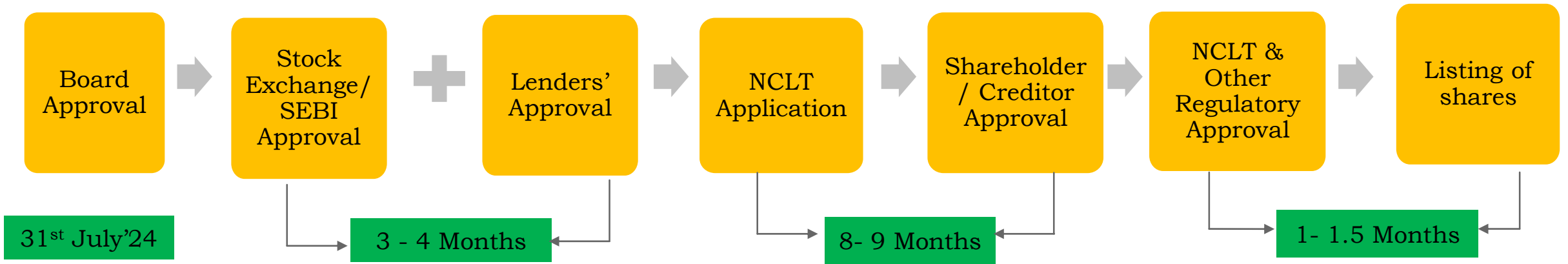
- All the Assets, Liabilities, Contracts & Employees of UCWL, HITCL & HDIL to be transferred as a Going Concern into JKLC after the Approval of NCLT.
- Consolidation of all Cement Assets into a Single Listed Entity.



Key Approvals Required

- The Proposed Scheme after the Approval from the Board of Directors and its Committees will need approvals from:
 - SEBI and Stock Exchanges.
 - Shareholders, Lenders and Creditors.
 - Corporate Law Authorities, Tax Authorities.
 - Jurisdictional NCLT.

Timelines for the Scheme



Expected that Scheme of Arrangement would be effective in Second Half of the Calendar Year 2025.

Appointed Date for the Scheme : 1st April 2024

Advisors to the Proposed Scheme



Advisors:

PW & Co LLP



Lawyers:

KT Advisors LLP



Independent Registered Valuers:

PwC Business Consulting Services LLP
&
Incwert Advisory Private Limited



Merchant Bankers:

ICICI Securities
&
D&A Financial Services

Thank You



Disclaimer

This Presentation has been prepared by JK Lakshmi Cement Limited (“JKLC”), Udaipur Cement Works Ltd (“UCWL”), Hansdeep Industries & Trading Company Ltd (HITCL) & Hidrive Developers & Industries Ltd (HIDL) for information purposes only in relation to Proposed Merger of UCWL into JKLC pursuant to a Composite Scheme of Arrangement and is solely for the use of persons to whom it is addressed. By attending the meeting where this Presentation is made, or by reading the slides of this Presentation, you agree to be bound by the following conditions. This Presentation and its contents are confidential and should not be distributed, published or reproduced, in whole or part, or disclosed by recipients directly or indirectly to any other person. 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Any persons who are subject to the laws of any jurisdiction other than India should inform themselves about and observe any applicable requirements. Any failure to comply with these restrictions may constitute a violation of applicable laws. Accordingly, any persons in possession of this Presentation should inform themselves about and observe any such restrictions. No statement in this Presentation (including any statement of estimated synergies) is intended as a profit forecast or estimate for any period and no statement in this Presentation should be interpreted to mean that cash flow from operations, free cash flow, earnings, earnings per share basis for any of JKLC, UCWL, HITCL & HIDL as appropriate, for the Current or future Financial Years would necessarily match or exceed the historical published cash flow from operations, free cash flow, earnings, earnings per share or income on a clean current cost of supplies basis for any of JKLC, UCWL, HITCL & HIDL as appropriate. This Presentation includes statements that are, or may be deemed to be "Forward-looking Statements" and Other Estimates and Projections with respect to Management's Subjective Views of the anticipated future performance, financial condition, results of operations and businesses of JKLC, UCWL, HITCL & HIDL. Forward-looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. No assurance can be given that the forward-looking statements in this Presentation will be realised. Forward-looking statements include, among other things, statements concerning the potential exposure of any of JKLC, UCWL, HITCL & HIDL to market risks and statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions including as to future potential cost savings, synergies, earnings, cash flow, return on average capital employed, production and prospects. There are a number of factors that could affect the future operations of any of JKLC, UCWL, HITCL & HIDL and could cause those results to differ materially from those expressed in the forward-looking statements included in this Presentation, including (without limitation): (a) price fluctuations; (b) changes in demand for any services; (c) currency fluctuations; (d) reserves estimates; (e) loss of market share and industry competition; (f) environmental and physical risks; (g) risks associated with the identification of suitable potential acquisition properties and targets, and successful negotiation and completion of such transactions; (h) legislative, fiscal and regulatory developments including potential litigation and regulatory measures as a result of climate changes; (i) economic risks, financial risks & political risks. All forward-looking statements contained in this Presentation are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. None of JKLC, UCWL, HITCL & HIDL undertakes any obligation to provide the results of any revisions or updates to any forward-looking statements in this Presentation that may occur due to any change in its expectations or to reflect events or circumstances after the date of this Presentation (except to the extent required by applicable law or regulation or any appropriate regulatory authority). As a result of these risks, uncertainties and assumptions, recipients should not place undue reliance on these forward-looking statements as a prediction of actual results or otherwise. These projections have not been independently verified. INFORMATION PRESENTED HERE IS NOT AN OFFER FOR SALE OF ANY EQUITY SHARES OR ANY OTHER SECURITY OF JKLC, UCWL, HITCL & HIDL.

