



19th January, 2018

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.
Tel.: 22721233/4
Fax: 22721919
Scrip Code: 532538

The Manager
Listing Department
The National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051.
Tel.: 26598236
Fax: 2659 8237 / 38.
Scrip Code: ULTRACEMCO

Dear Sir,

Subject: Result of Postal Ballot and E-voting [Increase in FII investment limits]

We refer to our letter dated 15th December, 2017 including the enclosures thereto.

We now write to inform you that the shareholders of the Company have by way of a special resolution, approved the limits for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors (RFPI) including Foreign Institutional Investors (FIIs) from 30% to 40%.

Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries, Mumbai, who was appointed as the Scrutinizer for conducting the postal ballot process has submitted his report on 19th January, 2018.

In terms of the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the summary of the result and the Scrutinizer's Report are attached as **Annexure 1** and **Annexure 2** respectively.

This is for your information and records, please.

Thanking you,

Yours very truly,
For UltraTech Cement Limited

S. K. Chatterjee
Company Secretary

Encl. a/a.



UltraTech Cement Limited

Registered Office : Ahura Centre, B - Wing, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093, India

T : +91 22 6691 7800 / 2926 7800 | F : +91 22 6692 8109 | W : www.ultratechcement.com / www.adityabirla.com | CIN : L26940MH2000PLC128420

Company Name	UltraTech Cement Limited									
Date of the AGM/EGM	Not Applicable									
Total number of shareholders on record date	(Resolution passed through Postal Ballot, results of which announced on 19 th January, 2018.)									
No. of shareholders present in the meeting either in person or through proxy:	271,194									
Promoters and Promoter Group:	Not Applicable									
Public:	-									
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable									
Promoters and Promoter Group:	-									
Public:	-									
Resolution required: (Ordinary/ Special)	SPECIAL - Increase in limits for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors including Foreign Institutional Investors from 30% to 40%.									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		167,607,089	100.000	167,607,089	0	100.000	0.000		
	Poll	167,607,089	-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
	Total	167,607,089	167,607,089	100.000	167,607,089	0	100	0.000		
Public- Institutions	E-Voting		59,243,653	69.847	59,243,653	0	100.000	0.000		
	Poll	84,819,176	-	-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-	-		
	Total	84,819,176	59,243,653	69.847	59,243,653	0	100	0.000		
Public- Non Institutions	E-Voting		18,339	0.083	17,531	808	95.594	4.406		
	Poll	22,125,656	-	-	-	-	-	-		
	Postal Ballot (if applicable)		92,270	0.417	91,408	862	99.066	0.934		
	Total	22,125,656	110,609	0.500	108,939	1,670	98.490	1.510		
	Total	274,551,921	226,961,351	82.666	226,959,681	1,670	99.999	0.001		



19th January, 2018

To,
 The Chairman / Whole-Time Director & CFO
 UltraTech Cement Limited
 'B' Wing, Ahura Centre,
 2nd Floor Mahakali Caves Road,
 Andheri (East), Mumbai 400093

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

In terms of the resolution passed by the Board of Directors of UltraTech Cement Limited (*hereinafter referred to as 'the Company'*) on 9th December, 2017, I have been appointed as the Scrutinizer to conduct and scrutinize the postal ballot voting process in respect of the Special Resolution as circulated in the Postal Ballot Notice ('**Notice**') dated 9th December, 2017.

In order to enable wider participation of shareholders and to comply with Regulation 44 of the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**Listing Regulations**'), as amended from time to time, and Section 108 and 110 of the Companies Act, 2013, (the '**Act**') read with the rules framed thereunder, the Company had provided electronic voting ('**e-voting**') facility as an alternative to its shareholders, so as to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form.

Accordingly, the Company had made arrangements with its Registrar and Transfer Agents, Karvy Computershare Private Limited (*hereinafter referred to as 'Karvy'*), also the Service Provider, for providing a system of recording votes of the shareholders cast through e-voting. The Company had also made arrangements with Karvy to set up the e-voting facility on its website <https://www.evoting.karvy.com>.

The Company and Karvy had uploaded the Postal Ballot Notice together with the explanatory statement and the Postal Ballot Form on its website www.ultratechcement.com. Karvy had generated Electronic Voting Event Number (**EVEN**) for the votes cast through e-voting mode. As directed by the Company, all necessary formalities specified under the Act and the Rules framed thereunder, have been complied with by the Service Provider. Necessary instructions in relation to voting by postal ballot were duly mentioned in the Postal Ballot Notice dated 9th December, 2017 sent to the shareholders of the Company by courier / registered post and by e-mail, wherever e-mail id's were available. The above activities were completed by 18th December, 2017.



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
 T : 91 22 6623 5454 D: 91 22 6623 5411 Fax: 91 22 6633 1135 Cell : 9820142331/9004089490
 E-mail : narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
 (T) : 91 22 2403 6596

The Register of Members was made up, for the purpose of dispatch of Notice and Postal Ballot Form to the shareholders as of Friday, 8th December, 2017 (cut-off date). The item for which approval of the shareholders of the Company was sought through Special Resolution as listed out in Postal Ballot Notice dated 9th December, 2017 is also mentioned hereunder:-

S. No.	Type of Resolutions	Description of the resolutions
1.	As a Special Resolution	Increase in limits for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors (RFPI) including Foreign Institutional Investors (FIIs) from 30% to 40% .

I report that the Postal Ballot Notice and the Postal Ballot Form in accordance with the relevant provisions of the Act read with Rules made thereunder, were dispatched to the shareholders numbering to 1,43,143 through courier / registered post and 1,552 through international airmail in physical form. The Notice and Postal Ballot Form sent in physical form were accompanied with postage pre-paid self-addressed Business Reply Envelope ('BRE') which was required to be returned by the shareholders on or before 5.00 P.M., on Thursday, 18th January, 2018. In addition to the above, Notices were also sent via electronic mode by Karvy, the System Provider, to 1,26,499 shareholders at their e-mail addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 8th December, 2017 (cut-off date). I further report that as stated in the Notice sent to the shareholders, the Company had fixed 5:00 P.M. on Thursday 18th January, 2018 as the last date for receipt of Postal Ballot Form and completing the e-voting.

As stated in sub-rule 4 of Rule 20 as well as Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Business Standard" English Newspaper, and in "Sakal", Marathi edition Newspaper, both on 19th December, 2017, informing about the completion of dispatch of the Postal Ballot Notices and Postal Ballot Form, both by courier / registered post/airmail and by e-mail, wherever applicable, to the shareholders along with other related documents mentioned therein.

I report that I have received the Postal Ballot Forms from the shareholders during the period starting from Wednesday, 20th December, 2017 till Thursday 18th January, 2018. All the Postal Ballot Forms together with all votes cast through e-voting received up to 5:00 P.M. on Thursday 18th January, 2018, being the last date fixed by the Company for receipt of the Postal Ballot Form /e-voting, were considered for scrutiny.



The Postal Ballot Forms were opened and then taken up for matching with the master data base as of the cut-off date by Karvy under my instruction at regular intervals. This process was carried out on a weekly basis.

On Thursday 18th January, 2018, after the closure of e-voting process at 5.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Sathish Poojary and Mr. Purushotham Amin, Witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since, e-voting facility was provided by Karvy, the details of the e-voting exercised by the shareholders and the votes exercised through Postal Ballot Forms which were duly scrutinized and processed, were duly compiled by Karvy .

On scrutiny, I report that out of 271194 shareholders holding shares as on the cut-off date, 896 shareholders have exercised their votes through e-voting and 1,033 shareholders have exercised their votes through Postal Ballot Forms, as received till the last date. Further, e-voting platform was optional for the shareholders to cast their votes. In case, the shareholders have cast their votes through postal ballot as well as through e-voting then, vote cast through e-voting was considered and voting done through postal ballot was ignored as indicated in the Notice dated 9th December, 2017.

The result for the item placed for consideration and approval of the shareholders is given below:

Special Resolution

Increase in limits for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors (RFPI) including Foreign Institutional Investors (FIIs) from 30% to 40%.

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999; the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, the Consolidated FDI Policy, as amended from time to time, all applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions, issued by the Reserve Bank of India, including any statutory modification(s) or re-enactment thereof for the time being in force, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 as amended from time to time and all applicable Rules, Regulations, Circulars and any other applicable laws for the time being in force; and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board), consent of the Company be and is hereby accorded to the Board to permit Registered Foreign Portfolio Investors ("RFPIs") registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time and the existing Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI") including their sub-accounts registered with SEBI to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares of the Company upto an aggregate limit of 40% (forty per cent) of the paid-up



equity share capital of the Company at the time of making such investment, provided that the individual shareholding of RFPs/FIs on its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Directors or Officers of the Company."

Total no. of shareholders as on cut-off date	2,71,194		
Total no. of equity shares	27,45,51,921		
Receipt of Postal Ballot Forms	From Wednesday, 20 th December, 2017 till Thursday, 18 th January, 2018		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	896	22,84,55,316
Total votes cast through Postal Ballot Forms received	B	1,033	95,614
Grand Total of e-voting/Postal Ballot Forms (A+B)	C	1,929	22,85,50,930
Less: Invalid e-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated / abstained)	D	79	15,89,579
Net e-voting/ Postal Ballot Forms (C-D)	E	1,850	22,69,61,351

NOTE:

(i) Invalid Postal Ballot Forms were not taken into account for counting of votes.

(ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the Postal Ballot Form whichever is less

(iii) There are NIL cases where the shareholder has voted both through Postal Ballot Form as well as through e-voting.



Summary of Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding shares (3)=[(2) / (1)]*10 0	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	16,76,07,089	16,76,07,089	100.00	16,76,07,089	NIL	100.00	Nil
Public- Institutional holders	8,48,19,176	5,92,43,653	69.847	5,92,43,653	NIL	100.00	NIL
Public- others	2,21,25,656	1,10,609	0.500	1,08,939	1,670	98.490	1.510
Total	27,45,51,921	22,69,61,351	82.666	22,69,59,681	1,670	99.999	0.001

Percentage of votes cast in favour: 99.999. Percentage of votes cast against: 0.001

RESULTS:-

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in the Postal Ballot Notice dated 9th December, 2017 has been passed by the shareholders with requisite majority. The Resolution is deemed as passed on the last date of voting that is Thursday, 18th January, 2018.

I further report that as per the Postal Ballot Notice dated 9th December, 2017 and the Board Resolution dated 9th December, 2017, the Chairman or the Whole-Time Director & CFO may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred on Friday, 19th January, 2018. The same will be displayed at the registered office of the Company at 'B' Wing, Ahura Centre, 2nd Floor Mahakali Caves Road, Andheri (East), Mumbai 400093.

The results will also be communicated to stock exchanges where the Company's shares are listed. It will also be displayed on the Company's website www.ultratechcement.com as also that of Karvy (www.karvycomputershare.com).

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been complied with. I further report that the records maintained by me including the data as obtained from Karvy,



the Service Provider for the e-voting facility extended by them as also the RTA recording the consent or otherwise, received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman considers, approves and signs the minutes of the postal ballot process.

I thank you for the opportunity given, to act as a Scrutinizer for the above postal ballot process of your Company.

Thanking You
Yours faithfully,
For BN & Associates
COMPANY SECRETARIES

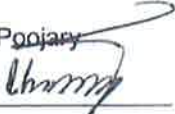


B Narasimhan
(Proprietor)
FCS 1303 COP No: 10440

Place: Mumbai

Dated: 19th January 2018

The following were the witnesses to the unblocking of e-voting, on January 18, 2018, on closure of e-voting period.

1. Mr. Sathish Poojary
Signature 

2. Mr. Purushotham Amin
Signature 

I have received the report:

Signature 

Whole-Time Director & CFO

Place: Mumbai
Date: 19th January 2018