



15th December, 2017

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,

Sub: Regulation 30(6) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015- Postal Ballot Notice and Postal Ballot Form

In continuation of our letter dated 9th December, 2017, we write to inform you that the Company is in the process of seeking approval of its Members, by way of Postal Ballot for increase in the investment limits by Registered Foreign Portfolio Investors (RFPs) including Foreign Institutional Investors (FIIs) from the existing limit of 30% of the paid-up equity share capital upto 40% of the paid-up equity share capital of the Company.

The Postal Ballot Notice and Postal Ballot Form, being circulated to the Members are attached for your information and records, please.

You are requested to please take note of the same.

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



UltraTech Cement Limited

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

Tel.: 022-66917800/29267800 • **Fax:** 022-66928109 • **Website:** www.ultratechcement.com,

CIN: L26940MH2000PLC128420

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 to transact the special business as set out hereunder by the Members of UltraTech Cement Limited ("the Company") by passing resolution through postal ballot.

The proposed resolution and explanatory statement stating the facts as required in terms of Section 102 of the Act are appended below and a Postal Ballot Form is also enclosed.

The Board of Directors of the Company by resolution dated 9th December, 2017 appointed Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, on Thursday, 18th January, 2018 at 5:00 p.m. (IST). Postal Ballot Forms received after 5:00 p.m. (IST) on Thursday, 18th January, 2018 will be treated as invalid.

Pursuant to Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

After completion of scrutiny, the Scrutinizer will submit his Report, addressed to the Chairman or any other person authorised by him. The results of the voting conducted through Postal Ballot will be announced at the Registered Office of the Company on Friday, 19th January, 2018 at 3:00 pm. It will also be displayed on the Company's notice board and website and published in the newspaper.

SPECIAL BUSINESS

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%.

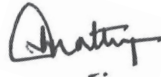
To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"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 RFPIs/FIIs 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."

By Order of the Board



Place: Mumbai

Date: 9th December, 2017

S. K. Chatterjee
Company Secretary

NOTES:

1. The Explanatory Statement for the proposed special business, pursuant to Section 102 read with Section 110 of the Act is given hereunder.
2. A copy of this notice has been placed on the website of the Company www.ultratechcement.com and shall remain on the website until the last date for receipt of the postal ballots from the Members.
3. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 8th December, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered by them with their depository participants (in case of electronic shareholding)/and with the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 8th December, 2017 will be considered for the purpose of voting.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to sharesutcl@adityabirla.com. The Registrar and Transfer Agent / the Company shall forward the same along with postage-prepaid self- addressed Business Reply Envelope to the Member.
7. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the Company's website www.ultratechcement.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5:00 p.m. IST on Thursday, 18th January, 2018.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 8th December, 2017. A person who is not a Member on that date should treat this notice for information purpose only.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e., 5:00 p.m. IST) on Thursday, 18th January, 2018. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Any Postal Ballot received after 5:00 p.m. IST on Thursday, 18th January, 2018 will be considered invalid.
10. In compliance with Sections 108 and 110 of the Act read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Karvy Computershare Private Limited ("Karvy") having address at Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. The instructions for e-voting are provided hereunder.
11. The Board of Directors of the Company by resolution dated 9th December, 2017 appointed Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot voting process and the electronic voting process in a fair and transparent manner.

12. The Scrutinizer will submit his report to the Chairman or any other person authorised by him, after completion of scrutiny of postal ballot and the scrutiny of e-voting in a fair and transparent manner. The results of the postal ballot along with the Scrutinizer's report will be displayed on the Company's website www.ultratechcement.com and communicated to the stock exchanges where the Company's shares are listed. The results will also be published in newspapers. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of the duly completed Postal Ballot Form or e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE ACT:

In terms of the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time, read with the relevant Notifications/ Circulars / Press Notes / Press Releases issued by the Department of Industrial Policy and Promotion and the Reserve Bank of India in connection with foreign investment, the Foreign Institutional Investors ("FIIs") class has been re-classified as Registered Foreign Portfolio Investor ("RFPIs"). Further, FIIs registered with SEBI including their sub-accounts are subsumed under this new category viz. RFPIs.

The Members at the Annual General Meeting of your Company held on 19th July, 2016 approved increase in RFPI limit from 24% to 30%. This limit may be further increased up to the sectoral cap applicable to your Company which is 100% of the paid-up equity share capital, with the approval of the Board of Directors and the Members of your Company by way of a special resolution.

The existing RFPI shareholding in your Company is 22.21%. To make more space for RFPIs to invest in the equity share capital of your Company, it is proposed to increase the RFPIs (including Deemed RFPIs) investment limit up to 40% of its total paid-up equity share capital, subject to the approval of Members by way of a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

The resolution as set out in the Postal Ballot Notice is accordingly commended for your approval.

By Order of the Board



Place: Mumbai
Date: 9th December, 2017

S. K. Chatterjee
Company Secretary

INSTRUCTIONS FOR E-VOTING

1. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolution proposed to be considered through postal ballot by electronic means and the business may be transacted through e-voting services arranged by Karvy Computershare Private Limited ("Karvy").
2. The e-voting period commences on Wednesday, 20th December, 2017 at 9:00 a.m. IST and ends on Thursday, 18th January, 2018 at 5:00 p.m. IST. During this period, Members of the Company may cast their vote by e-voting. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The process and manner for e-voting are as under:
 - A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company / Depository Participants):**
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and Password which are mentioned in the email). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, Click on "LOGIN".
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the "EVENT" i.e., UltraTech Cement Limited.

- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folios/demat accounts.
- (ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- (xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter / Power of Attorney, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ultratechevoting@karvy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case a Member receives physical copy of the Postal Ballot Notice (for members whose email IDs are not registered with the Company / Depository Participant or requesting physical copy)

1. User ID and initial password are provided at the bottom of the Postal Ballot Form in the following format:

User ID	Password
-	-

2. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above in (A), to cast your vote.

C. Other Instructions:

- i. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 8th December, 2017.
- ii. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to avail the facility of e-voting.
- iii. The Board of Directors have appointed Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website www.evoting.karvy.com.
- v. Members having any grievance pertaining to postal ballot process can contact Mr. Satish Poojari, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Tel. No. 040-67162222, Fax No.:040-23420814, email ID: ultratech.ris@karvy.com.



UltraTech Cement Limited

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

Tel. : 022-66917800/29267800, • **Fax :** 022-66928109, • **Website :** www.ultratechcement.com

CIN : L26940MH2000PLC128420

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Ballot No.:

1. Name(s) of Member(s) :
(including joint-holders, if any)
2. Registered Address of the :
Sole / First named Member
3. DP ID No. and Client ID No./ :
Registered Folio No.
4. Number of Shares held :
5. I / We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Notice dated 9th December, 2017 of the Company by sending my / our assent or dissent to the said resolution by placing the tick mark (✓) at the appropriate column below:

Sr. No.	Description of the resolution	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	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%.			

Place:

Date:

Signature of the Member

Electronic Voting Particulars

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out as follows:

EVEN (Electronic Voting Event Number)	User ID	Password

Note: 1) For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

2) Last date for receipt of Postal Ballot Form by the Scrutinizer is Thursday, 18th January, 2018 upto 5:00 p.m. (IST).

3) If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.

INSTRUCTIONS

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts his / her vote using both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid. The voting period shall commence on and from Wednesday, 20th December, 2017 at 9:00 a.m. (IST) and end on Thursday, 18th January, 2018 at 5:00 p.m. (IST).
3. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 in the enclosed postage pre-paid self-addressed envelope.
4. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member will also be accepted.
5. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
6. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatory(ies). A Member may sign the Form through an Attorney, in which case a copy of the Power of Attorney should be attached to the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
7. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. A Member need not use all his / her votes nor cast all his / her votes in the same manner. The right of voting by Postal Ballot cannot be exercised by a Proxy.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours at 5.00 p.m. (IST), on Thursday, 18th January, 2018. Postal Ballot Forms received thereafter shall be treated as if reply from such Member has not been received.
11. A Member may request for a duplicate Postal Ballot Form. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified above.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope.
13. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Member(s) as on Friday, 8th December, 2017.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
15. The results of the Postal Ballot will be declared in the manner as specified in the Notice.