UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel : 022-66917800, Fax : 022-66928109 • website : www.ultratechcement.com

Notice pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2011 to transact the special business as set out hereunder by the shareholders of UltraTech Cement Limited ("the Company") by passing resolution through postal ballot.

The proposed resolution and explanatory statement stating the material facts are appended below and a postal ballot form is also enclosed.

The Board of Directors of the Company at its meeting held on 11th September, 2013 appointed Mr. Nilesh Trivedi, Partner, KBNT & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in the enclosed postal ballot form and return the same, duly completed and signed, in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before the close of business hours on Friday, 29th November, 2013.

After completion of scrutiny, the Scrutinizer will submit his Report, addressed to the Whole-time Director of the Company. The results of the voting conducted through Postal Ballot will be announced by the Whole-time Director at the Registered Office of the Company on Monday, 2nd December, 2013 at 3:00 pm. It will also be displayed on the Company's notice board and website and published in the newspaper.

Alteration of the Articles of Association:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 31, 258, 259 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), including any statutory modification or re-enactment thereof, for the time being in force and subject to the approval of the Central Government, the existing Article 5 of the Articles of Association of the Company be and is hereby altered by deleting the word '12' and substituting in its place the word '15' and as a consequence, the permissible maximum number of Directors be increased from '12' to '15'.

RESOLVED FURTHER THAT after the alteration, Article 5 be read as follows:

Article 5
"Number of Directors : The Number of Directors of the Company shall not be less than 3 and not more than 15".

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorised to take all such steps and give all such directions as may be, in its absolute discretion deemed necessary to give effect to this resolution."

By Order of the Board
For **UltraTech Cement Limited**

S. K. Chatterjee
Company Secretary

Place: Mumbai
Date: 15th October, 2013

NOTES:

1. The Explanatory Statement and reasons for the proposed special business, pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 is given hereunder.

2. The Notice is being sent to all the shareholders whose names would appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CSDL) as on Friday, 18th October, 2013.

3. The postal ballot form for voting by you as a shareholder of the Company is enclosed.

Explanatory Statement pursuant to Section 173(2) read with section 192A of the Companies Act, 1956:

Alteration of the Articles of Association

The maximum permissible limit of Directors under the Articles of Association of the Company is 12(Twelve). The Board of the Company currently comprises of 11(Eleven) Directors.

Considering the increase in size of operations of the Company and its future growth plans, it is proposed to increase the maximum number of Directors from the existing 12 (Twelve) to 15 (Fifteen).

It is, therefore, proposed to alter the existing Article 5 of the Articles of Association of the Company by substituting the word 12 appearing at the end of the said Article by the word 15. In terms of the provision of Section 31 of the Companies Act, 1956 ("the Act") alteration in the Articles of Association is required to be approved by Members by way of a special resolution. It may also be noted that in terms of the provisions of Section 259 of the Act, the said alteration will also require approval of the Central Government.

A copy of the Memorandum and Articles of Association together with the proposed alteration is available for inspection by the shareholders of the Company at the Registered office between 3:00 pm to 5:00 pm on all working days except public holidays, Saturdays and Sundays upto 29th November, 2013.

The resolution as set out in this notice is accordingly commended for your acceptance.

None of the Directors of the Company is in any way concerned or interested in the resolution.

By Order of the Board
For **UltraTech Cement Limited**

S. K. Chatterjee
Company Secretary

Place: Mumbai
Date: 15th October, 2013

Instructions for Voting

1. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2011, UltraTech Cement Limited ("the Company") is pleased to offer e-voting facility as an alternate, for all the shareholders of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot form. E-voting is optional.

   The instructions for shareholders for e-voting are as under:

   A. In case of Shareholders' receiving e-mail from NSDL

   (i) Open e-mail and open PDF file viz; "UltraTech Cement Info e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

   (ii) Launch internet browser by typing the following URL: **https://www.evoting.nsdl.com/**

   (iii) Click on Shareholder - Login

   (iv) Put user ID and password as initial password noted in step (i) above. Click Login.

   (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

   (vii) Select Electronic Voting Event Number (EVEN) of UltraTech Cement Limited.

   (viii)Now you are ready for e-Voting as Cast Vote page opens

   (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

   (x) Upon confirmation, the message "Vote cast successfully" will be displayed

   (xi) Once you have voted on the resolution, you will not be allowed to modify your vote

   (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail ***scrutinizer.utcl@adityabirla.com*** with a copy marked to ***evoting@nsdl.co.in.***

   B. In case of Shareholders' receiving postal ballot form by Post:

   (i) Initial password is provided at the bottom of the postal ballot form.

   (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) above as mentioned in (A) above, to cast vote.

   C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of **www.evoting.nsdl.com.**

D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

E. The date of commencement of e-voting is Thursday, 31st October 2013, and the last date for e-voting is Friday, 29th November, 2013. The e-voting module will be disabled by NSDL for voting thereafter.

General

1. Kindly note that the Shareholders can opt for only one mode of voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot and vice versa. However, in case a Shareholder has voted both in physical as well as e-voting, then voting done through valid physical ballot shall prevail and voting done by e-voting will be treated as invalid.

2. You are requested to carefully read the instructions printed on the postal ballot form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer at the address as printed on the said prepaid envelope on or before the close of working hours (5:00 pm) on 29th November, 2013. No other request/ details furnished in the self addressed envelope will be entertained.

3. The Postal Ballot Forms received after this date will be treated as if reply from the Shareholder has not been received.

4. The Scrutinizer will submit his report to the Whole-time Director of the Company, after completion of scrutiny of postal ballot in a fair and transparent manner. The results of the Postal Ballot will be announced by the Whole-time Director of the Company duly authorised in this behalf, on Monday, 2nd December, 2013 at 3:00 pm at the Registered Office of the Company and will also be published in newspapers and communicated to the stock exchanges where the Company's shares are listed. The results of the postal ballot will also be displayed on the Company's website ***www.ultratechcement.com.***

5. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

6. The Board of Directors has appointed Mr. O. P. Puranmalka, Whole-time Director and Mr. S. K. Chatterjee, Company Secretary of the Company as the person responsible for the entire Postal Ballot process.