ADITYA BIRLA

UltraTech

5th October, 2018

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400 001.
Tel.: 2272 1233/34
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 Sirs,

Sub: Result of Postal Ballot and E-voting

We refer to our letter dated 30th August, 2018 including the enclosures thereto.

We write to inform you that the shareholders of the Company have by way of a special resolution approved the following:

1. Adopting the UltraTech Cement Limited Employee Stock Option Scheme 2018;
2. Extending benefits of the UltraTech Cement Limited Employees Stock Option Scheme 2018 to the permanent employees in the management cadre, including managing and whole-time directors, of the holding and the subsidiary companies of the Company;
3. (a) the use of the trust route for implementation of the UltraTech Cement Employee Stock Option Scheme 2018 (Scheme 2018): (b) secondary acquisition of the equity shares of the Company by the trust to be set up: (c) grant of financial assistance/ provision of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2018.

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 5th October, 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 record please.

Thanking you,

Yours faithfully,
For UltraTech Cement Limited

S. K. Chatterjee
Company Secretary

Encl: as/ above

UltraTech CEMENT
The Engineer's Choice

Company Name	**UltraTech Cement Limited**
Date of the AGM/EGM	
Total number of shareholders on record date	2,69,124
No. of shareholders present in the meeting either in person or	Not Applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/ Special)	**SPECIAL - To approve and adopt UltraTech Cement Limited Employee Stock Option Scheme 2018.**							
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	16,66,70,914	16,66,70,912	100.000	16,66,70,912	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		-	0.000	-	-	0.000	0.000
Public- Institutions	E-Voting	7,77,90,013	4,94,41,515	63.558	2,06,44,918	2,87,96,597	41.756	58.244
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		3,51,000	0.451	3,51,000	-	100.000	0.000
Public- Non Institutions	E-Voting	3,01,63,442	50,48,218	16.736	49,64,370	83,848	98.339	1.661
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		43,511	0.144	37,200	6,311	85.496	14.504
	Total	**27,46,24,369**	**22,15,55,156**	**80.676**	**19,26,68,400**	**2,88,86,756**	**86.962**	**13.038**

UltraTech Cement Limited

Resolution required: (Ordinary/ Special)	**SPECIAL - To approve the extension of benefits of the UltraTech Cement Limited Employee Stock Option Scheme 2018 to the permanent employees in the management cadre, including managing and whole-time directors, of the holding and the subsidiary companies of the Company.**							
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	16,66,70,914	16,66,70,912	100.000	16,66,70,912	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		-	0.000	-	-	0.000	0.000
Public- Institutions	E-Voting	7,77,90,013	4,94,41,515	63.558	2,06,44,918	2,87,96,597	41.756	58.244
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		3,51,000	0.451	3,51,000	-	100.000	0.000
Public- Non Institutions	E-Voting	3,01,63,442	50,48,166	16.736	49,57,626	90,540	98.206	1.794
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		43,288	0.144	36,105	7,183	83.406	16.594
	Total	**27,46,24,369**	**22,15,54,881**	**80.676**	**19,26,60,561**	**2,88,94,320**	**86.958**	**13.042**

UltraTech Cement Limited

Resolution required: (Ordinary/ Special)	**SPECIAL - To approve (a) the use of the trust route for the implementation of the UltraTech Cement Limited Employee Stock Option Scheme 2018 (Scheme 2018); (b) secondary acquisition of the equity shares of the Company by the trust to be set up; and (c) grant of financial assistance / provision of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2018.**							
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	16,66,70,914	16,66,70,912	100.000	16,66,70,912	-	100.000	0.000
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		-	0.000	-	-	0.000	0.000
Public- Institutions	E-Voting	7,77,90,013	4,95,05,546	63.640	2,07,08,949	2,87,96,597	41.832	58.168
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		3,51,000	0.451	3,51,000	-	100.000	0.000
Public- Non Institutions	E-Voting	3,01,63,442	50,48,209	16.736	49,63,462	84,747	98.321	1.679
	Poll		-	0.000	-	-	0.000	0.000
	Postal Ballot (if applicable)		43,229	0.143	36,740	6,489	84.989	15.011
	Total	**27,46,24,369**	**22,16,18,896**	**80.699**	**19,27,31,063**	**2,88,87,833**	**86.965**	**13.035**

UltraTech Cement Limited

BN & ASSOCIATES
Company Secretaries

5th October 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 Resolutions through Postal Ballot

In terms of the resolution passed by the Board of Directors of UltraTech Cement Limited (*hereinafter referred to as 'the Company"*) at its meeting held on 18th July 2018, I have been appointed as the Scrutinizer to conduct and scrutinize the postal ballot voting process in respect of the Special Resolutions as circulated in the Postal Ballot Notice ('**Notice**') dated 18th July, 2018.

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 there under, 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 physical Postal Ballot Forms ('**Forms**').

Accordingly, the Company had made arrangements with its Registrar and Transfer Agents viz. 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 remote e-voting. Karvy has 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 Form on its website www.ultratechcement.com and on the website of Karvy (www.karvycomputershare.com), respectively. 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 there under, 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 18th July, 2018 sent to the shareholders of the Company by courier / post and by e-mail, wherever e-mail id's were available. The above activities were completed by 31st August, 2018.

The Register of Members was made up, for the purpose of dispatch of Notice and Form to the shareholders as of Friday, 24th August, 2018 (cut-off date). The items on which approval of the shareholders of the Company was sought through Special Resolutions as listed out in Postal Ballot Notice dated 18th July 2018, is mentioned hereunder:-

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

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

S. No.	Type of Resolutions	Description of the resolutions
1.	As a Special Resolution To approve and adopt UltraTech Cement Limited Employee Stock Option Scheme 2018.	As per Item No. 1 of the Notice dated 18th July 2018.
2.	As a Special Resolution To approve the extension of benefits of the UltraTech Cement Limited Employee Stock Option Scheme 2018 to the permanent employees in management cadre, including managing and whole-time directors, of the holding and subsidiary companies of the Company	As per Item No. 2 of the Notice dated 18th July 2018.
3.	As a Special Resolution To approve (a) the use of the trust route for the implementation of the UltraTech Cement Limited Employee Stock Option Scheme 2018 (Scheme 2018); (b) secondary acquisition of the equity shares of the Company by the trust to be set up; and (c) grant financial assistance/provision of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2018	As per Item No. 3 of the Notice dated 18th July 2018.

I report that the Postal Ballot Notice and the Forms in accordance with the relevant provisions of the Act read with Rules made there under, were dispatched to the shareholders numbering to 1,949 through Registered / Speed Post, and 1,31,284 by courier. The Notices and Forms 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, 4th October, 2018. In addition to the above, Notices were also sent via electronic mode by Karvy, the System Provider, to 1,32,795 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 Friday 24th August 2018 (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, 4th October, 2018 as the last date for receipt of Forms and completing the remote 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 3rd September, 2018, informing about the completion of dispatch of the Postal Ballot Notices and Forms, 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 from the shareholders during the period starting from Wednesday, 5th September, 2018 till Thursday 4th October, 2018. All the Postal Ballots together with all votes cast through remote e-voting received up to 5:00 P.M. on Thursday 4th October, 2018, being the last date fixed by the Company for receipt of the Postal Ballots / remote e-voting, were considered for scrutiny.

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

The Postal Ballots were opened and then taken up for matching with the master database 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 4th October, 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. Purshotham 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 Ballots which were duly scrutinized and processed, were duly compiled by Karvy .

On scrutiny, I report that out of 2,69,124 shareholders holding shares as on the cut-off date, 988 Shareholders have exercised their votes through remote e-voting and 417 shareholders have exercised their votes through Postal Ballots , 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 remote e-voting then, vote cast through e-voting was considered and voting done through Postal Ballot was ignored as indicated in the Notice dated 18th July, 2018.

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

Item No. 1. Special Resolution

To approve and adopt UTCL Employee Stock Option Scheme 2018

"RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee constituted by the Board to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to introduce and implement the 'UltraTech Cement Limited Employee Stock Option Scheme 2018' (the "Scheme 2018"), the salient features of which are furnished in the explanatory statement to the Notice and the same be implemented through a Trust to be set up for this purpose.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are in permanent employment of the Company and its holding / subsidiary companies, in the management cadre, whether working in India or outside India, including any managing or whole-time directors of the Company, its holding / subsidiary companies (selected on the basis of criteria decided by the Board or Nomination, Remuneration and Compensation Committee thereof) under the Scheme 2018, such number of stock options (comprising of options and/ or restricted stock units, as the case may be) (the "Stock Options") exercisable into not more

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than 6,37,445 equity shares of Rs. 10/- each (the "Equity Shares") being 0.23% of the paid-up equity share capital of the Company as on 31st March, 2018 (or such other number adjusted in terms of Scheme 2018 as per applicable law), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other reorganisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 0.23% i.e., 6,37,445 Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT in case the Equity Shares are either sub-divided or consolidated, then the number of Equity Shares to be transferred on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the Scheme 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Scheme 2018 and determine the detailed terms and conditions of the aforementioned Scheme 2018 including but not limited to the quantum of the Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company and its holding/ subsidiary companies, at par or at such other price, at such time and on such terms and conditions as set out in the Scheme 2018 and as the Board may in its absolute discretion think fit, subject to applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme 2018 at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Scheme 2018, as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme 2018 from time to time in conformity with the provisions of the Companies Act, 2013 (including any rules or regulations made thereunder), the SEBI SBEB Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the Scheme 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion, deems necessary including authorising or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, consultants or

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

representatives, being incidental to the effective implementation and administration of the Scheme 2018, as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if any, required by the Securities and Exchange Board of India / the stock exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

Total no. of Shareholders	**2,69,124**		
Total no. of Equity Shares	**27,46,24,369**		
Receipt of Postal Ballot Forms	From Wednesday, 5th September, 2018 till Thursday, 4th October, 2018		
		Number of Votes	Number of Shares
Total votes cast through remote e-voting	A	988	23,67,62,589
Total votes cast through Postal Ballot Forms received	B	417	3,95,937
Grand Total of e-voting/Postal Ballot Forms (A+B)	C	1405	23,71,58,526
Less: Invalid e-voting/ Postal Ballot Forms *(*On account of signature mismatch, for / against option not indicated / abstained*)	D	95	1,56,03,370
Net e-voting/ Postal Ballot Forms (C-D)	E	1310	22,15,55,156

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

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

Summary of Postal Ballot

Promoter/ Public	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	**16,66,70,914**	**16,66,70,912**	**100.00**	**16,66,70,912**	**NIL**	**100.00**	**Nil**
Public-Institutional holders	**7,77,90,013**	**4,97,92,515**	**64.009**	**2,09,95,918**	**2,87,96,597**	**42.167**	**57.833**
Public-others	**3,01,63,442**	**50,91,729**	**16.881**	**50,01,570**	**90,159**	**98.229**	**1.771**
Total	**27,46,24,369**	**22,15,55,156**	**80.676**	**19,26,68,400**	**2,88,86,756**	**86.962**	**13.038**

Percentage of votes cast in favour: 86.962%. Percentage of votes cast against: 13.038%

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 Item No. 1 of Postal Ballot Notice dated 18th July, 2018 has been passed by the shareholders with requisite majority. The Resolution is deemed as passed on the last date of voting that is Thursday, 4th October, 2018.

Item No. 2. Special Resolution

To approve extension of benefits of the UTCL Employee Stock Option Scheme 2018 to the permanent employees in management cadre, including managing and whole-time directors, of holding and subsidiary Companies of the Company

"RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents,

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee constituted by the Board to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of the Scheme 2018 (referred to in the Resolution under Item No. 1 of this Notice) to such persons who are in permanent employment of any present and future holding and subsidiary companies of the Company in the management cadre, whether working in India or outside India, including any managing or whole - time directors (selected on the basis of criteria decided by the Board or Nomination, Remuneration and Compensation Committee thereof) under the Scheme 2018 in the manner mentioned in the Resolution under Item No. 1 of this Notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard."

Total no. of Shareholders	**2,69,124**		
Total no. of Equity Shares	**27,46,24,369**		
Receipt of Postal Ballot Forms	From Wednesday, 5th September, 2018 till Thursday, 4th October, 2018		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	988	23,67,62,589
Total votes cast through Postal Ballot Forms received	B	417	3,95,937
Grand Total of e-voting/Postal Ballot Forms (A+B)	C	1405	23,71,58,526
Less: Invalid e-voting/ Postal Ballot Forms *(*On account of signature mismatch, for / against option not indicated / abstained*)	D	101	1,56,03,645
Net e-voting/ Postal Ballot Forms (C-D)	E	1304	22,15,54,881

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***

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

Summary of Postal Ballot

Promoter/ Public	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	**16,66,70,914**	**16,66,70,912**	**100.00**	**16,66,70,912**	**NIL**	**100.000**	**NIL**
Public-Institutional holders	**7,77,90,013**	**4,97,92,515**	**64.009**	**2,09,95,918**	**2,87,96,597**	**42.167**	**57.833**
Public-others	**3,01,63,442**	**50,91,454**	**16.881**	**49,93,731**	**97,723**	**98.081**	**1.919**
Total	**27,46,24,369**	**22,15,54,881**	**80.676**	**19,26,60,561**	**2,88,94,320**	**86.958**	**13.042**

Percentage of votes cast in favour: 86.958% Percentage of votes cast against: 13.042%

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 Item No. 2 of Postal Ballot Notice dated 18th July, 2018 has been passed by the shareholders with requisite majority. The Resolution is deemed as passed on the last date of voting that is Thursday, 4th October, 2018.

Item No. 3. Special Resolution

To approve and adopt UTCL Employee Stock Option Scheme 2018

"RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force and subject to such approvals, consents,

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permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee constituted by the Board to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to:

(a) implement the UltraTech Cement Limited Employee Stock Option Scheme 2018 (the "Scheme 2018") through the trust to be setup for this purpose in accordance with the SEBI SBEB Regulations;

(b) acquire, hold and deal in such number of equity shares of the Company acquired from the secondary market through the trust that may be set up in this regard, not exceeding 6,37,445 fully paid-up equity shares of the Company of face value of Rs. 10/- each (the "Equity Shares"), being below the ceiling of 5% of the paid-up equity share capital of the Company as on 31st March, 2018, as prescribed under the SEBI SBEB Regulations, for the purpose of implementation of the Scheme 2018, or for any other purpose(s) as contemplated under and in due compliance with the provisions of the SEBI SBEB Regulations;

(c) extend an interest free financial assistance / provision of money to the trust not exceeding Rs. 292 crores (rupees two hundred and ninety-two crores only) for acquisition of up to 6,37,445 Equity Shares from the secondary market through the stock exchanges, representing 0.23% of the paid-up equity share capital of the Company for the purpose of implementation of the Scheme 2018, in accordance with the Companies Act, 2013 and Rules made thereunder and the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Equity Shares that can be acquired from the secondary market in any financial year by the trust shall not exceed 2% of the paid-up equity share capital (or such other limit as may be prescribed under the SEBI SBEB Regulations from time to time) as at the end of the financial year preceding the date of the intended acquisition.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other reorganisation of capital structure of the Company, the number of Equity Shares of the Company to be acquired from the secondary market by the trust shall be appropriately adjusted and to give effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 0.23% equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

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Total no. of Shareholders	**2,69,124**		
Total no. of Equity Shares	**27,46,24,369**		
Receipt of Postal Ballot Forms	From Wednesday, 5th September, 2018 till Thursday, 4th October, 2018		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	988	23,67,62,589
Total votes cast through Postal Ballot Forms received	B	417	3,95,937
Grand Total of e-voting/Postal Ballot Forms (A+B)	C	1405	23,71,58,526
Less: Invalid e-voting/ Postal Ballot Forms *(*On account of signature mismatch, for / against option not indicated / abstained*)	D	87	1,55,39,630
Net e-voting/ Postal Ballot Forms (C-D)	E	1318	22,16,18,896

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

Summary of Postal Ballot

Promoter/ Public	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	**16,66,70,914**	**16,66,70,912**	**100.000**	**16,66,70,912**	**NIL**	**100.00**	**NIL**
Public-Institutional holders	**7,77,90,013**	**4,98,56,546**	**64.091**	**2,10,59,949**	**2,87,96,597**	**42.241**	**57.759**
Public-others	**3,01,63,442**	**50,91,438**	**16.881**	**50,00,202**	**91,236**	**98.208**	**1.792**
Total	**27,46,24,369**	**22,16,18,896**	**80.699**	**19,27,31,063**	**2,88,87,833**	**86.965**	**13.035**

Percentage of votes cast in favour: 86.965% Percentage of votes cast against: 13.035%

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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 Item No. 3 of Postal Ballot Notice dated 18th July, 2018 has been passed by the shareholders with requisite majority. The Resolution is deemed as passed on the last date of voting that is Thursday, 4th October, 2018.

I further report that as per the Postal Ballot Notice dated 18th July, 2018 and the Board Resolution dated 18th July, 2018, the Chairman or the Whole-Time Director and CFO may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred on Friday, 5th October, 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.

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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: Hyderabad

Dated: 5th October, 2018

The following were the witnesses to the unblocking of remote e-voting, on 4th October, 2018, on closure of e-voting period.

1. Mr. Sathish Poojary

Signature _____

2. Mr. Purushotham Amin

Signature _____

I have received the report:

Signature_____

Chairman/
Whole-Time Director & CFO

Place: Mumbai

Date: 5th October 2018