ADITYA BIRLA

UltraTech

25th October, 2018

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400 001.
Tel.: 2272 1233/34
Fax: 022 2272 2039/3121
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: Disclosure of voting results of the business transacted at the National Company Law Tribunal, Mumbai Bench ('NCLT') convened meeting of the equity shareholders of the Company held on Wednesday, 24th October, 2018 in terms of:
The NCLT Order dated 14th September, 2018
And
Pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ('SEBI Circular')

In continuation of our letter dated 18th September, 2018 and other correspondence relating thereto, we write to inform you that a meeting of the equity shareholders of the Company was held on Wednesday, 24th October, 2018 at 3.30 pm at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025, for approving the Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors ('the Scheme').

In terms of the provisions of the NCLT Order; Sections 230 - 232 of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had provided facility of postal ballot, remote e-voting and e-voting at the venue of the meeting to its shareholders for approval of the Scheme.

Accordingly, voting by the equity shareholders of the Company for approval of the Scheme has been carried out through postal ballot, remote e-voting and e-voting at the venue of the meeting.

Further, in terms of the SEBI circular and the NCLT order, the Scheme is also required to be approved by the majority of the public shareholders of the Company and accordingly voting by public shareholders has been carried out through postal ballot, remote e-voting and e-voting at the venue of the meeting.

UltraTech Cement Limited

UltraTech CEMENT The Engineer's Choice

As per regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed, the following disclosures:

1. In terms of the Companies Act, 2013 and NCLT Order – Voting results of equity shareholders of the business transacted through postal ballot, remote e-voting and e-voting at the venue of the meeting along with the Scrutinizer's report (Annexure A).

2. In terms of the SEBI circular – voting results of the public shareholders along with a separate Scrutinizer's report (Annexure B).

The proposed resolution approving the Scheme was passed with requisite majority of the equity shareholders of the Company (including public shareholders) as required by the NCLT order and the SEBI circular.

The above is for your information and records please.

Yours very truly,

UltraTech Cement Limited

S. K. Chatterjee
Company Secretary

Encl: as/above

Annexure A

	UltraTech Cement Limited
Date of the AGM/EGM	24-10-2018
Total number of shareholders on record date	269002
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	140
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1
Resolution required: (Ordinary/ Special)	SPECIAL - Resolution for approval of the Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013
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	1666,70,914	1666,70,912	100.0000	1666,70,912	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**1666,70,912**	**100.0000**	**1666,70,912**	**0**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	774,76,440	614,24,642	79.2817	614,13,905	10,737	99.9825	0.0174
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**614,24,642**	**79.2817**	**614,13,905**	**10,737**	**99.9825**	**0.0175**
Public- Non Institutions	E-Voting	304,78,515	51,82,764	17.0046	51,75,940	6,824	99.8683	0.1316
	Poll		3,006	0.0099	2,929	77	97.4384	2.5615
	Postal Ballot (if applicable)		27,370	0.0898	26,497	873	96.8103	3.1896
	Total		**52,13,140**	**17.1043**	**52,05,366**	**7,774**	**99.8509**	**0.1491**
	Total	**2746,25,869**	**2333,08,694**	**84.9551**	**2332,90,183**	**18,511**	**99.9921**	**0.0079**

UltraTech Cement Limited

BN & ASSOCIATES
Company Secretaries

COMBINED SCRUTINIZER REPORT

To
Mr. K. K. Maheshwari
Chairman appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT), for the Meeting of the Equity Shareholders of UltraTech Cement Limited pursuant to Company Application No.701 of 2018 for which the Order has been signed by NCLT on 14th September, 2018.

Dear Sir,

I, B. Narasimhan, Practicing Company Secretary of M/s B. N. & Associates, Company Secretaries, Mumbai (FCS 1303, CP: 10440) have been appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT), by its Order dated 14th September, 2018, as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and remote e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting of the Equity Shareholders (including public shareholders) of UltraTech Cement Limited convened by order of NCLT and held at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400025 Maharashtra, India on Wednesday, 24th October, 2018 at 3.30 p.m. pursuant to the provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the Equity Shareholders to the Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors ("the Scheme"), in terms of the Notice dated 14th September, 2018, convening the said meeting.

I do hereby submit my report as under:

(i) The Company had appointed Karvy Computershare Private limited **("KCPL")** as the Agency for providing the e-voting platform to the equity shareholders of the Company.

(ii) The Management of the Company is responsible for ensuring compliances with the requirements of the Act and the Rules there under, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot and remote e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution contained in the Notice of the Meeting.

(iii) The **Cut-off date** was **Friday, 14th September, 2018** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and remote e-voting and voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution seeking their approval.

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

(iv) The voting through postal ballot and remote e-voting had commenced at **9:00 a.m. on Monday, 24th September, 2018 and has closed at 5:00 p.m. on Tuesday, 23rd October, 2018.**

(v) Our responsibility as a Scrutinizer for the voting process (through postal ballot, remote e-voting and voting conducted through electronic voting system through tablets at the meeting) is restricted to scrutinize the postal ballot papers, remote e-voting process and voting conducted through electronic voting system (through tablets) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballots, the reports generated from the remote e-voting system and voting conducted through electronic voting system (through tablets) at the meeting provided by KCPL.

(vi) The Company had on the basis of the Register of Members and the list of beneficial owners made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. Friday, 14th September, 2018) by Thursday, 20th September, 2018 and has also published an advertisement in this regard, in English language in Economic Times (All editions) and translation thereof in Marathi language in Navshakti, Mumbai edition on Friday, 21st September, 2018.

(vii) The e-voting module was disabled and blocked by KCPL for voting on 23rd October, 2018 at 5:00 p.m.

(viii) The Equity Shareholders were required to send the completed and signed postal ballot forms to reach me on or before 5:00 p.m. on 23rd October, 2018. I have not accepted any postal ballot form received after 5:00 p.m. on 23rd October, 2018.

(ix) On Wednesday, 24th October, 2018, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through electronic voting system (through tablets) for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of KCPL.

(x) On completion of the voting at the NCLT convened Meeting, KCPL provided to me the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.

(xi) I first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (through tablets) were reconciled with the records maintained by the Company and KCPL and the authorizations/proxies lodged with the Company.

Company Secretaries BN & Associates PCS No. 10440 Mumbai

(xii) I then counted the votes cast through postal ballots and unblocked the votes cast through the remote e-voting module of KCPL in the presence of Mr. K Venkataraman and Ms. Kavita Shah, who are not in employment of the Company.

(xiii) The Postal ballot forms and the remote e-voting including votes cast through electronic voting system (through tablets) done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.

(xiv) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors ("the Scheme").

Consolidated Report on result of voting through Postal Ballots, Remote E-voting and the Voting conducted through electronic voting system (through tablets) at the venue of the meeting of the Equity Shareholders.

Summary of votes are as under:

Details	Remote e-voting	Postal ballot	Voting electronically at the meeting	Total voting
No of Members who cast their vote	938	246	87	**1,271**
Number of shares voted	23,54,38,750	28,019	3,006	**23,54,69,775**
No of Members who cast their valid vote	932	243	87	**1,262**
Number of shares valid voted	23,32,78,318	27,370	3,006	**23,33,08,694**

(a) Votes in favour of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	235	26,497
Remote E-Voting	905	23,32,60,757
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	84	2,929
Total	**1,224**	**23,32,90,183**
% of total value of valid votes cast	**99.992**	
% of total number of members voted	**96.989**	

Company Secretaries BN& ASSOCIATES PCS No. 10440, Mumbai

(b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	8	873
Remote E-Voting	27	17,561
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	3	77
Total	**38**	**18,511**
% of total value of valid votes cast	**0.008**	
% of total number of members voted	**3.011**	

Note: Percentage of votes cast in favour or against the resolution are calculated on the valid votes cast through remote e-voting, postal ballots and e-voting at the venue of the meeting.

(c) Invalid / abstain Votes:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	3	649
Remote E-Voting	6	21,60,432
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	0	0
Total	**9**	**21,61,081**

* No. of Members is equivalent to No. of Folios/Accounts

(xv) All relevant records of the voting conducted through electronic voting system (through tablets) at the venue of the meeting and postal ballots and the remote e-voting are handed over to the Company Secretary of the Company for safe keeping.

Thanking you
Yours truly

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

B Narasimhan
BN & Associates
Company Secretaries
FCS no 1303
CP No 10440

Place: Mumbai
Date: 25th October 2018

Witness:
1. Mr. K. Venkataraman
2. Ms. Kavita Shah

Annexure B

Voting Results as per Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
[Pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 (SEBI Circular)]

	UltraTech Cement Limited
Date of the AGM/EGM	24-10-2018
Total number of shareholders on record date	269002
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	140
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1
Resolution required: (Ordinary/ Special)	SPECIAL - Resolution for approval to the Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013
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	1666,70,914	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Institutions	E-Voting	774,76,440	614,24,642	79.2817	614,13,905	10,737	99.9825	0.0174
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**614,24,642**	**79.2817**	**614,13,905**	**10,737**	**99.9825**	**0.0175**
Public- Non Institutions	E-Voting	304,78,515	51,82,764	17.0046	51,75,940	6,824	99.8683	0.1316
	Poll		3,006	0.0099	2,929	77	97.4384	2.5615
	Postal Ballot (if applicable)		27,370	0.0898	26,497	873	96.8103	3.1896
	Total		**52,13,140**	**17.1043**	**52,05,366**	**7,774**	**99.8509**	**0.1491**
	Total	**2746,25,869**	**666,37,782**	**24.2649**	**666,19,271**	**18,511**	**99.9722**	**0.0278**

UltraTech Cement Limited

BN & ASSOCIATES
Company Secretaries

Report of Scrutinizer

To
Mr. Sanjeeb Chatterjee
Company Secretary
UltraTech Cement Limited
B Wing, Ahura Centre,2nd floor,
Mahakali Caves Road, Andheri east,
Mumbai 400093

Sub: Scrutinizer Report with respect to voting by public shareholders of the UltaTech Cement Limited ("the Company") through Postal Ballot, Remote E-Voting and e-voting at the venue of the meeting in terms of SEBI Circular No CFD/DIL3/CIR/2017/21 dated 10th March 2017.

Dear Sir,

I, B. Narasimhan, Practicing Company Secretary (FCS 1303, CP:10440) have been appointed as "the Scrutinizer" for the purpose of conducting the voting done through postal ballot, remote e-voting and e-voting at the venue of the meeting on the resolution seeking approval of the Equity Shareholders of UltaTech Cement Limited to the Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors ("the Scheme"), in terms of the Notice dated 14th September 2018, convening the said meeting.

I submit my report with regard to the result of the postal ballot and remote e-voting in respect of **public shareholders** as under:

(i) The Company had appointed Karvy Computershare Private Limited **("KCPL")** as the Agency for providing the e-voting platform to the equity shareholders of the Company.

(ii) The Management of the Company is responsible for ensuring compliance with the requirement relating to voting done through postal ballot and e-voting on the resolution contained in the Notice of the Meeting.

(iii) The **Cut-off date** was **Friday, 14th September, 2018** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting on the resolution seeking their approval.

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

(iv) The voting through postal ballot and e-voting had commenced at 9:00 a.m. on Monday 24th September 2018 and closed at 5:00 p.m. on Tuesday, 23rd October, 2018.

(v) Our responsibility as a Scrutinizer for the voting process (through postal ballot and remote e-voting and e-voting at the venue) is restricted to scrutinize the postal ballot papers and remote e-voting process in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballot and the reports generated from the e-voting system.

(vi) The Company had on the basis of the Register of Members and the list of beneficial owners made available by the National Securities Depository Limited and Central Depository Services (India) Limited, ("Depositories") completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. Friday 14th September 2018) by Thursday, 20th September, 2018 and has also published an advertisement in this regard, in English language in Economic Times (All editions) and translation thereof in Marathi language in Navshakti, Mumbai edition on Friday, 21st September, 2018.

(vii) The e-voting module was disabled and blocked by KCPL for voting on 23rd October, 2018 at 5:00 p.m.

(viii) The Equity Shareholders were required to send the completed and signed postal ballot forms so as to reach me on or before 5:00 p.m. on Tuesday, 23rd October, 2018. I have not accepted any postal ballot form after 5:00 p.m. on 23rd October, 2018.

(ix) I counted the votes cast through postal ballots and unblocked the votes cast through e-voting module of KCPL, in the presence of Mr. K Venkataraman and Ms. Kavita Shah, who are not in employment of the Company.

(x) The Postal ballot forms, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

The results of public shareholders are as under:

Item No. 1-

Approval of the Scheme of Demerger amongst Century Textiles Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors ("the Scheme").

Voting Method	Total number of valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid / Abstain Votes	
		No. of Shareh olders	No. of shares	% of total number of valid voters cast	No. of shareh olders	No. of shares	% of total number of valid votes cast	No. of share holders	No. of shares
Remote E-voting	6,66,07,406	893	6,65,89,845	99.974	27	17,561	0.026	6	21,60,432
Voting by Postal Ballot	27,370	235	26,497	96.810	8	873	3.190	3	649
E-voting at the venue of the meeting	3,006	84	2,929	97.438	3	77	2.562	0	0
Total	**6,66,37,782**	**1,212**	**6,66,19,271**	**99.972**	**38**	**18,511**	**0.028**	**9**	**21,61,081**

(xi) The postal ballot forms and all other relevant records with respect to voting by public shareholders were handed over to the Company for safe keeping.

Thanking you,

Yours truly,

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

B Narasimhan
BN & Associates
Company Secretaries
FCS no 1303
CP No 10440

Place: Mumbai
Date: 25th October, 2018

Witness:

1. Mr. K. Venkataraman K. Venkataraman

2. Ms. Kavita Shah Kavita