ADITYA BIRLA

UltraTech

30th March, 2019

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Tel.: 22721233/4
Fax: 022 2272 2039
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

Sub : Result of Postal Ballot and E-voting

Dear Sirs,

We refer to our letter dated 25th February, 2019 including the enclosures thereto.

We write to inform you that the shareholders of the Company have by way of a special resolution approved the continuation of Mr. G. M. Dave as a Non-Executive Independent Director, for the existing term of his office, i.e upto 5th August, 2019.

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 30th March, 2019.

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. a/a.

ANNEXURE 1

Company Name		UltraTech Cement Limited						
Date of the AGM/EGM								
Total number of shareholders on record date		2,71,326						
No. of shareholders present in the meeting either in person or through proxy:		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 - Continuation of directorship as a Non-Executive Independent Director - Mr. G. M. Dave**						
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	166,670,914	165,412,399	99.245	165,412,399	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	76,627,436	59,689,029	77.895	53,573,570	6,115,459	89.754	10.246
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	31,339,138	5,025,056	16.034	4,806,244	218,812	95.646	4.354
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		39,301	0.125	34,586	4,715	88.003	11.997
	Total	**274,637,488**	**230,165,785**	**83.807**	**223,826,799**	**6,338,986**	**97.246**	**2.754**



ANNEXURE-2

BN & ASSOCIATES
Company Secretaries

30th March 2019

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"*) on 22nd February 2019, I have been appointed as the Scrutinizer, to conduct and scrutinize the postal ballot voting process in respect of the Special Resolution as circulated in the Postal Ballot Notice ('**Notice**') dated 22nd February, 2019.

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 Fintech 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.

Company Secretaries BN & ASSOCIATES FCS 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

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.evoting.karvy.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 22nd February, 2019 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 26th February, 2019.

The Register of Members was made up, for the purpose of dispatch of Notice and Form to the shareholders as of Friday, 15th February 2019 (cut-off date). The item on which approval of the shareholders of the Company was sought through Special Resolution as listed out in Postal Ballot Notice dated 22nd February 2019, is mentioned hereunder:-

S. No.	**Type of Resolutions**	**Description of the resolutions**
1.	As a Special Resolution **Continuation of directorship as a Non-Executive Independent Director- Mr. G. M. Dave**	As per Item No. 1 of the Notice dated 22nd February 2019.

I report that the Postal Ballot Notice and the Forms in accordance with the relevant provisions of the Act read with Rules made thereunder, were dispatched to the shareholders numbering to 3,878 through Registered / Speed Post, and 117,897 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 Friday, 29th March 2019. In addition to the above, Notices were also sent via electronic mode by Karvy, the System Provider, to 146,926 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 the 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 Friday, 29th March, 2019 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 27th February, 2019, 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 forms from the shareholders during the period starting from Thursday, 28th February, 2019 till Friday 29th March, 2019. All the Postal Ballots together with all votes cast through remote e-voting received up to 5:00 P.M. on Friday, 29th March, 2019, being the last date fixed by the Company for receipt of the Postal Ballots / remote e-voting, were considered for scrutiny.

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 Friday 29th March, 2019, 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. K Venkataraman. and Ms. Devanshi Doshi, 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 2,71,326 shareholders holding shares as on the cut-off date, 845 Shareholders have exercised their votes through remote e-voting and 418 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 22nd February, 2019.



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

Item No. 1. Special Resolution

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws, consent of the Members be and is hereby accorded to the continuation of Mr. G. M. Dave (DIN:00036455), who has attained the age of 75 years, as a Non-Executive Independent Director, for the existing term of his office, i.e. up to 5th August, 2019."

Total no. of Shareholders	**2,71,326**		
Total no. of Equity Shares	**27,46,37,488**		
Receipt of Postal Ballot Forms	From Thursday, 28th February, 2019 till Friday, 29th March, 2019		
		Number of Votes	Number of Shares
Total votes cast through remote e-voting	A	845	23,34,76,401
Total votes cast through Postal Ballot Forms received	B	418	41,212
Grand Total of e-voting/Postal Ballot Forms (A+B)	C	1,263	23,35,17,613
Less: Invalid e-voting/ Postal Ballot Forms *(*On account of signature mismatch, for / against option not indicated / abstained*)	D	23	33,51,828
Net e-voting/ Postal Ballot Forms (C-D)	E	1,240	23,01,65,785

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 & Promoter Group	**16,66,70,914**	**16,54,12,399**	**99.245**	**16,54,12,399**	**Nil**	**100.00**	**Nil**
Public-Institutional holders	**7,66,27,436**	**5,96,89,029**	**77.895**	**5,35,73,570**	**61,15,459**	**89.754**	**10.246**
Public-others	**3,13,39,138**	**50,64,357**	**16.160**	**48,40,830**	**2,23,527**	**95.586**	**4.414**
Total	**27,46,37,488**	**23,01,65,785**	**83.807**	**22,38,26,799**	**63,38,986**	**97.246**	**2.754**

Percentage of votes cast in favour: 97.246%. Percentage of votes cast against: 2.754%

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 22nd February, 2019 has been passed by the shareholders with requisite majority. The Resolution is deemed as passed on the last date of voting that is Friday 29th March, 2019.

I further report that as per the Postal Ballot Notice dated 22nd February, 2019 and the Board Resolution dated 22nd February, 2019, the Chairman or any other person authorised by him may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred on Saturday 30th March, 2019. 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 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.evoting.karvy.com)

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 have been complied with. I further report that the records maintained by me including the data as obtained from Karvy, the Service Provider for the e-voting facility extended by them as also the RTA recording the consent or Otherwise, received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP

ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman considers, approves and signs the Minutes of the Postal Ballot process.

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

Thanking You
Yours faithfully,
For BN & Associates
COMPANY SECRETARIES

B Narasimhan
(Proprietor)
FCS 1303 COP No. : 10440
Place: Mumbai Dated: 30th March, 2019

The following were the witnesses to the unblocking of remote e-voting, on 4th October, 2019, on closure of e-voting period.

1. Mr. K. Venkataraman
2. Ms. Devanshi Doshi

Signature _____ Signature _____

I have received the report:

Signature _____

Place: Mumbai

Whole-Time Director & CFO Date: 30th March, 2019