

ADITYA BIRLA



19th July, 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: Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Outcome of the 18th Annual General Meeting of the Company.

The Company's 18th Annual General Meeting ("AGM") was held on Wednesday, 18th July, 2018 at 3:30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided remote e-voting facility and e-voting facility at the venue of the AGM. Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM. The Scrutinizer's Report dated 19th July, 2018 is attached as **Annexure 1**. All resolutions as set out in the Notice of the AGM have been duly approved by the shareholders with requisite majority.

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the AGM is attached as **Annexure 2**.

This is for your information and records, please.

Yours very truly,

S. K. Chatterjee
Company Secretary

Encl: As/above



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

19th July, 2018

Combined Scrutinizer's Report

To,
The Chairman
UltraTech Cement Limited
"B' Wing, Ahura Centre,
2nd Floor, Mahakali Caves Road,
Andheri (East) Mumbai 400 093

Dear Sir,

Sub: Passing of Resolution(s) through remote e-voting and voting electronically at the venue of the 18th Annual General Meeting held at Mumbai on 18th July 2018, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of UltraTech Cement Limited (hereinafter referred to as the "Company") at its meeting held on 25th April, 2018 has appointed me as the Scrutinizer for the Remote E-voting process as well as the electronic voting to be conducted at the venue of the 18th Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2018 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

Report on Scrutiny:

- The Company had appointed Karvy Computershare Private Limited ("KCPL" or "RTA") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the AGM of the Company. KCPL had also provided a system for recording the votes of the Members at the venue electronically on all the items of the business.



- KCPL are also the Registrar and Share Transfer Agents ('RTA') of the Company.
- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Wednesday, 11th July 2018**.
- The Remote E-Voting facility was open from **Sunday 15th July, 2018 9:00 A.M. to Tuesday, 17th July 2018 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by **23rd June, 2018**
- As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Business Standard newspaper having country-wide circulation dated 25th June 2018 and in Marathi language in Sakal newspaper dated 25th June, 2018.
- At the end of the voting period on 17th July, 2018 at 5.00 P.M., the voting portal of KCPL was blocked.
- As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Rules, 2014 as amended for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- Accordingly, KCPL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- At the venue of the AGM the facility to vote electronically was provided to facilitate those Members present at the AGM who could not participate through Remote E-voting to record their votes electronically.
- On Wednesday, 18th July, 2018, after counting of the votes conducted at the venue of the AGM through electronic process, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Shivam Aasti and Ms. Kajal Jaisinghani who acted as the witnesses.
- The voting done through remote e-voting and electronic voting at the meeting, were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the electronic voting done at the venue of the AGM, the details of which are as follows:

Details	Remote E-voting	Voting electronically at AGM	Total voting
Number of members who cast their votes	888	111	999
Total number of Shares held by them	23,57,85,158	4,60,705	23,62,45,863
Valid Votes	Various as mentioned under each item of the Notice		
Abstained / Partly Voted/Invalid	Various as mentioned under each item of the Notice		



Note:

1. Percentage of votes cast in favour, or against the resolutions, are calculated based on the Valid Votes cast through Remote E-Voting and e-voting at the venue of the meeting.
2. Break up votes cast through remote e-voting and through e-voting at the AGM by the shareholders attending the meeting is given in a separate sheet attached.

I) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2018, the Reports of Directors' and Auditors' thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	23,29,80,777	99.985	33,933	0.015	32,31,153

Item 1 of Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Declaration of dividend.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	23,38,92,722	99.999	132	0.001	23,53,009

Item 2 of Notice stands passed with the requisite majority.



III) Item No. 3 of the Notice (As an Ordinary Resolution):

Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	21,00,59,790	89.816	2,38,19,011	10.184	23,67,062



Item 3 of the Notice stands passed with the requisite majority

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Ratification of appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	23,38,06,446	99.999	1,227	0.001	24,38,190

Item 4 of Notice stands passed with the requisite majority

V) Item No. 5 of the Notice (As an Ordinary Resolution):

Ratification of appointment of M/s Khimji Kunverji & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting by electronic means at the meeting	23,26,52,330	99.529	11,01,100	0.471	24,92,433

Item 5 of Notice stands passed with the requisite majority

SPECIAL BUSINESS

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

Ratification of the remuneration of the Cost Auditors viz. M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N.D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2019.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting by electronic means at the meeting	23,38,01,725	99.961	91,129	0.039	23,53,009

Item 6 of Notice stands passed with the requisite majority



VII) Item No. 7 of the Notice (As a Special Resolution):

Issue of Redeemable Non-convertible Debentures on private placement basis up to an amount of Rs. 9,000 crores

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid/Abstained/ Less / not voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	23,38,91,202	99.999	1,542	0.001	23,53,119

Item 7 of Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated 25th April 2018 as per the above details stand passed under Remote E-voting and voting conducted at the AGM by way of Electronic voting with the requisite majority.

I hereby confirm that I have maintained the Registers received from the RTA and electronic voting data received from KCPL, in respect of the votes cast through Remote E-Voting and e-voting conducted at AGM by the Members of the Company. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 18th AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For BN & Associates




B Narasimhan
Partner
FCS No. 1303 / CP. No. 10440)
Place: Mumbai



Date: July 19, 2018

Witnesses:

1.


.....
:Mr. Shivam Asati

2.


.....
:Ms. Kajal Jaisinghani

Received the Report together with other data/records mentioned therein:

Place: Mumbai
Date: July 19, 2018


.....
Signed by Mr. Atul Daga
Whole-time Director and CFO

TALLY OF VOTES CAST AT THE 18th ANNUAL GENERAL MEETING ULTRATECH CEMENT LTD held on July 18, 2018

Details of resolutions	Ordinary/ Special	Res No	Mode of voting	Ballots	Total Shares	Favour			Against			Valid votes Polled		Invalid / Abstained / Not voted	
						Ballots	Shares	% age	Ballots	Shares	% age	Ballots	Shares	Ballots	Shares
Adoption of Audited Financial Statements (including audited consolidated financial statements) for the financial year ended 31st March 2018, the Reports of the Directors and Auditors thereon.	Ordinary	1	Remote evoting	888	235,785,158	848	232,520,176	99.985	3	33,830	0.015	851	232,554,006	37	3,231,152
			Voting at AGM	111	460,705	105	460,601	99.978	5	103	0.022	110	460,704	1	1
			TOTAL	999	236,245,863	953	232,980,777	99.985	8	33,933	0.015	961	233,014,710	38	3,231,153
Declaration of Dividends	Ordinary	2	Remote evoting	888	235,785,158	875	233,432,098	100.000	3	52	0.000	878	233,432,150	10	2,353,008
			Voting at AGM	111	460,705	109	460,624	99.983	1	80	0.017	110	460,704	1	1
			TOTAL	999	236,245,863	984	233,892,722	99.999	4	132	0.001	988	233,892,854	11	2,353,009
Reappointment of Mr. Kumar Mangalam Birla, Director retiring by rotation	Ordinary	3	Remote evoting	888	235,785,158	549	209,599,086	89.796	330	23,819,011	10.204	879	233,418,097	9	2,367,061
			Voting at AGM	111	460,705	110	460,704	100.000	-	-	-	110	460,704	1	1
			TOTAL	999	236,245,863	659	210,059,790	89.816	330	23,819,011	10.184	989	233,878,801	10	2,367,062
Ratification of appointment of M/s BSR & Co LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company	Ordinary	4	Remote evoting	888	235,785,158	864	233,345,845	100.000	11	1,124	0.000	875	233,346,969	13	2,438,189
			Voting at AGM	111	460,705	105	460,601	99.978	5	103	0.022	110	460,704	1	1
			TOTAL	999	236,245,863	969	233,806,446	99.999	16	1,227	0.001	985	233,807,673	14	2,438,190
Ratification of appointment of M/s Khimji Kunverji & Co, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company	Ordinary	5	Remote evoting	888	235,785,158	852	232,191,729	99.528	22	1,100,997	0.472	874	233,292,726	14	2,492,432
			Voting at AGM	111	460,705	105	460,601	99.978	5	103	0.022	110	460,704	1	1
			TOTAL	999	236,245,863	957	232,652,330	99.529	27	1,104,100	0.471	984	233,753,430	15	2,492,433



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Details of resolutions	Ordinary/ Special	Res No	Mode of voting	Ballots	Total Shares	Favour			Against			Valid votes Pollled		Invalid /Abstained Less/Not voted	
						Ballots	Shares	% age	Ballots	Shares	% age	Ballots	Shares	Ballots	Shares
Ratification of remuneration of the Cost auditors viz. M/s D. C. Dave & Co., Cost Accountants, Mumbai and M/s N.D. Bira & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2019			Remote voting	888	235,785,158	863	233,341,124	99.961	15	91,026	0.039	878	233,432,150	10	2,353,008
	Ordinary	6	Voting at AGM	111	460,705	105	460,601	99.978	5	103	0.022	110	460,704	1	1
			TOTAL	999	236,245,863	968	233,801,725	99.961	20	91,129	0.039	988	233,892,854	11	2,353,009
Issue of Non-convertible Redeemable Debentures on private placement basis up to an amount of Rs 9,000 crores			Remote voting	888	235,785,158	848	233,430,681	99.999	30	1,358	0.001	878	233,432,039	10	2,353,119
	Special	7	Voting at AGM	111	460,705	104	460,521	99.960	7	184	0.040	111	460,705	-	-
			TOTAL	999	236,245,863	952	233,891,202	99.999	37	1,542	0.001	989	233,892,744	10	2,353,119



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UltraTech Cement Limited									
Date of the AGM/EGM	18-07-2018								
Total number of shareholders on record date	272,965								
No. of shareholders present in the meeting either in person or through proxy:	3								
Promoters and Promoter Group:	195								
Public:	Not Applicable								
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable								
Promoters and Promoter Group:	Not Applicable								
Public:	Not Applicable								
Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the Audited Financial Statements (including audited consolidated financial statements) for the financial year ended 31 st March, 2018, the Report of Directors' and Auditors' thereon.								
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		167,459,599	100.0000	167,459,599	0	100.0000	0.0000	
	Poll	167,459,599							
	Postal Ballot (if applicable)								
	Total		167,459,599	100.0000	167,459,599	0	100.0000	0.0000	
Public- Institutions	E-Voting		60,526,941	78.5894	60,493,113	33,828	99.9441	0.0558	
	Poll	77,016,712	386,800	0.5022	386,800	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total		60,913,741	79.0916	60,879,913	33,828	99.9445	0.0555	
Public- Non Institutions	E-Voting		4,567,466	15.1509	4,567,464	2	99.9999	0.0000	
	Poll	30,146,406	73,904	0.2452	73,801	103	99.8606	0.1393	
	Postal Ballot (if applicable)								
	Total	274,622,717	4,641,370	15.3961	4,641,265	105	99.9977	0.0023	
	Total		233,014,710	84.8490	232,980,777	33,933	99.9854	0.0146	





Resolution No.	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Category	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 - in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
4	ORDINARY - Ratification of appointment of M/s. BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.	No								
			Mode of Voting							
			E-Voting		167,459,599	100.0000	167,459,599	0	100.0000	0.0000
			Poll	167,459,599	-	-	-	-	-	-
			Postal Ballot (if applicable)							
			Total		167,459,599	100.0000	167,459,599	0	100.0000	0.0000
			Promoter and Promoter Group							
			E-Voting		61,376,202	79.6921	61,376,202	0	100.0000	0.0000
			Poll	77,016,712	386,800	0.5022	386,800	0	100.0000	0.0000
			Postal Ballot (if applicable)							
			Total		61,763,002	80.1943	61,763,002	0	100.0000	0.0000
			Public- Institutions							
			E-Voting		4,511,168	14.9642	4,510,044	1,124	99.9750	0.0249
			Poll	30,146,406	73,904	0.2452	73,801	103	99.8606	0.1393
			Postal Ballot (if applicable)							
			Total		4,585,072	15.2094	4,583,845	1,227	99.9732	0.0268
			Total	274,622,717	233,807,673	85.1378	233,806,446	1,227	99.9995	0.0005
5	ORDINARY - Ratification of appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.	No								
			Mode of Voting							
			E-Voting		167,459,599	100.0000	167,459,599	0	100.0000	0.0000
			Poll	167,459,599	-	-	-	-	-	-
			Postal Ballot (if applicable)							
			Total		167,459,599	100.0000	167,459,599	0	100.0000	0.0000
			Promoter and Promoter Group							
			E-Voting		61,321,809	79.6214	60,221,938	1,099,871	98.2063	1.7936
			Poll	77,016,712	386,800	0.5022	386,800	0	100.0000	0.0000
			Postal Ballot (if applicable)							
			Total		61,708,609	80.1236	60,608,738	1,099,871	98.2176	1.7824
			Public- Institutions							
			E-Voting		4,511,318	14.9647	4,510,192	1,126	99.9750	0.0249
			Poll	30,146,406	73,904	0.2452	73,801	103	99.8606	0.1393
			Postal Ballot (if applicable)							
			Total		4,585,222	15.2099	4,583,993	1,229	99.9732	0.0268
			Total	274,622,717	233,753,430	85.1180	232,652,330	1,101,100	99.5289	0.4711



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
6	SPECIAL - Ratification of the remuneration of the Cost Auditors viz. M/s. D. C. Dave & Co., Cost Accountants, Mumbai and M/s. N. D. Biria & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2019.								
	Whether promoter/ promoter group are interested in the agenda/resolution?								
	Promoter and Promoter Group	E-Voting	167,459,599	167,459,599	100.0000	167,459,599	0	100.0000	0.0000
		Poll							
		Postal Ballot (if applicable)							
	Total			167,459,599	100.0000	167,459,599	0	100.0000	0.0000
	Public- Institutions	E-Voting	77,016,712	61,376,202	79.6921	61,285,996	90,206	99.8530	0.1469
		Poll		386,800	0.5022	386,800	0	100.0000	0.0000
		Postal Ballot (if applicable)							
	Total			61,763,002	80.1943	61,672,796	90,206	99.8539	0.1461
	Public- Non Institutions	E-Voting	30,146,406	4,596,349	15.2468	4,595,529	820	99.9821	0.0178
		Poll		73,904	0.2452	73,801	103	99.8606	0.1393
		Postal Ballot (if applicable)							
	Total			4,670,253	15.492	4,669,330	923	99.9802	0.0198
	Total		274,622,717	233,892,854	85.1688	233,801,725	91,129	99.9610	0.0390
7	SPECIAL - Issue of Redeemable Non-convertible Debentures on private placement basis up to an amount of Rs. 9,000 crores.								
	Whether promoter/ promoter group are interested in the agenda/resolution?								
	Promoter and Promoter Group	E-Voting	167,459,599	167,459,599	100.0000	167,459,599	0	100.0000	0.0000
		Poll							
		Postal Ballot (if applicable)							
	Total			167,459,599	100.0000	167,459,599	0	100.0000	0.0000
	Public- Institutions	E-Voting	77,016,712	61,376,447	79.6924	61,376,447	0	100.0000	0.0000
		Poll		386,800	0.5022	386,800	0	100.0000	0.0000
		Postal Ballot (if applicable)							
	Total			61,763,247	80.1946	61,763,247	0	100.0000	0.0000
	Public- Non Institutions	E-Voting	30,146,406	4,595,993	15.2456	4,594,635	1,358	99.9704	0.0295
		Poll		73,905	0.2452	73,721	184	99.7510	0.2489
		Postal Ballot (if applicable)							
	Total			4,669,898	15.4908	4,668,356	1,542	99.9670	0.0330
	Total		274,622,717	233,892,744	85.1688	233,891,202	1,542	99.9993	0.0007