

***KBNT***  
**& ASSOCIATES**  
**Company Secretaries**

3, Lima Villa, TPS VI, Road No. 2, Behind Milan Mall, Santacruz West, Mumbai - 400 054.  
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To,  
 The Chairman  
 Ultra Tech Cement Limited,  
 B – Wing, Ahura Centre,  
 2nd Floor, Mahakali Caves Road,  
 Andheri East,  
 Mumbai - 400 093

**Report of the Scrutinizer - combined result of e-voting, postal and physical poll on the resolutions passed at the 14<sup>th</sup> Annual General Meeting of UltraTech Cement Limited ("the Company") held on Wednesday, 6<sup>th</sup> August, 2014**

I, Nilesh Trivedi, Partner, KBNT & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder:

- (i) in respect of e-voting facility extended by the Company and ballots received through post for the resolutions as set out in the Notice of the Annual General Meeting (AGM) dated 28<sup>th</sup> June, 2014, and
- (ii) in respect of the poll conducted at the Annual General Meeting (AGM) of the Company held on Wednesday, 6<sup>th</sup> August, 2014 at Ravindra Natya Mandir, P.L Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Prabhadevi, Mumbai- 400025 on the resolutions as set out in the Notice of the AGM dated 28<sup>th</sup> June, 2014.

As a Scrutinizer the combined report of the e-voting, ballots received through post and poll carried out by the shareholders at the AGM through ballot paper are as follows:-

**The Consolidated Result of the e-voting, postal and physical poll is as under**

Resol ution No.	Particulars	Votes in Favour	Votes Against
<b>Ordinary Business</b>		%	%
1.	Adoption of the Audited Balance Sheet as at 31 <sup>st</sup> March, 2014, the Statement of Profit & Loss for the financial year ended 31 <sup>st</sup> March, 2014, the Report of the Board of Directors' and Auditors' thereon.	99.984621	0.015378
2.	Declaration of Dividend	99.999923	0.000077
3.	Re-appointment of Mr. D.D.Rathi, Director retiring by rotation.	93.099077	6.900923
4.	Re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai and M/s G.P. Kapadia & Co., Chartered Accountants, Mumbai as joint statutory auditors of the Company.	93.143964	6.856036
5.	Re-appointment of M/s Haribhakti & Co., Chartered Accountants as branch auditor of the Company.	99.923660	0.076340
<b>Special Business</b>			
6.	Approval of the remuneration of the Cost Auditors viz. M/s N.I. Mehta & Co. , Cost Accountants, Mumbai and M/s N.D. Birla & Co. Cost Accountants, Ahmedabad for the financial year ending 31 <sup>st</sup> March, 2015.	99.999911	0.000089

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7.	Appointment of Mr. Arun Adhikari as an Independent Director of the Company.	99.999807	0.000193
8.	Appointment of Mr. R.C. Bhargava as an Independent Director of the Company.	98.728333	1.271667
9.	Appointment of Mr. G.M. Dave as an Independent Director of the Company.	99.755141	0.244859
10.	Appointment of Mr. S.B. Mathur as an Independent Director of the Company.	99.352160	0.647840
11.	Appointment of Mr. S. Rajgopal as an Independent Director of the Company.	99.760969	0.239031

**Outcome of Voting of Annual General meeting (As per Clause 35A of Listing Agreement)**

<b>Date of Annual General meeting</b>	6 <sup>th</sup> August, 2014			
<b>Total number of shareholders as on record date (25<sup>th</sup> June, 2014 - cut-off date for e-voting)</b>	293,012			
<b>No. of shareholders present in the meeting either in person or through proxy</b>	<b>Promoter &amp; Promoter Group</b>		<b>Public</b>	
	In Person	Through Proxy	In Person	Through Proxy
	10	0	303	60
<b>No. of shareholders attended the meeting through Video Conferencing</b>	<b>Promoter &amp; Promoter Group</b>		<b>Public</b>	
	N.A.		N.A.	

The mode of voting for all the resolutions was:

- e-voting conducted between Thursday 31<sup>st</sup> July, 2014 (9.00 a.m.) to Saturday, 2<sup>nd</sup> August, 2014 (5.00 p.m.) and ballot papers received through post.
- Physical poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting, ballots received through post and physical poll at the meeting.

**Resolution No. 1:**

**Adoption of the Audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit & Loss for the financial year ended 31<sup>st</sup> March, 2014, the Report of the Board of Directors' and Auditors' thereon (Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	0.00000
Public Institutional Holders	75,512,221	46,174,576	61.148481	46,141,574	33,002	99.928528	0.071472
Public-Others	29,567,434	18,366	0.062116	18,236	130	99.292170	0.707830
<b>Total</b>	<b>274,357,529</b>	<b>215,449,488</b>	<b>78.528732</b>	<b>215,416,356</b>	<b>33,132</b>	<b>100.000</b>	<b>0.015378</b>

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**Resolution No. 2:**  
**Declaration of dividend (Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	- 0.00000
Public Institutional Holders	75,512,221	46,473,028	61.543718	46,473,028	0	100.0000	0.00000
Public-Others	29,567,434	18,412	0.062271	18,246	166	99.098414	0.901586
<b>Total</b>	<b>274,357,529</b>	<b>215,747,986</b>	<b>78.637531</b>	<b>215,747,820</b>	<b>166</b>	<b>99.999923</b>	<b>0.000077</b>

**Resolution No. 3:**  
**Re-appointment of Mr. D.D.Rathi, Director retiring by rotation. (Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	0.00000
Public Institutional Holders	75,512,221	46,472,528	61.543055	31,584,289	14,888,239	67.963355	32.036645
Public-Others	29,567,434	18,068	0.061108	17,762	306	98.306398	1.693602
<b>Total</b>	<b>274,357,529</b>	<b>215,747,142</b>	<b>78.637223</b>	<b>200,858,597</b>	<b>14,888,545</b>	<b>93.099077</b>	<b>6.900923</b>



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**Resolution No. 4:**

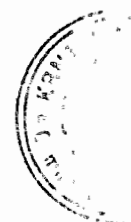
**Re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai and M/s G.P. Kapadia & Co., Chartered Accountants, Mumbai as joint statutory auditors of the Company.(Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	0.00000
Public Institutional Holders	75,512,221	4,644,271	61.505635	31,654,785	14,789,486	68.156490	31.843510
Public-Others	29,567,434	17,975	0.060793	17,704	271	98.492350	1.507650
<b>Total</b>	<b>274,357,529</b>	<b>215,718,792</b>	<b>78.626890</b>	<b>200,929,035</b>	<b>14,789,757</b>	<b>93.143964</b>	<b>6.856036</b>

**Resolution No. 5:**

**Re-appointment of M/s Haribhakti & Co., Chartered Accountants as branch auditor of the Company (Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	0.00000
Public Institutional Holders	75,512,221	46,471,176	61.541265	46,306,713	164,463	99.646097	0.353903
Public-Others	29,567,434	17,905	0.060556	17,667	238	98.670762	1.329238
<b>Total</b>	<b>274,357,529</b>	<b>215,745,627</b>	<b>78.636671</b>	<b>215,580,926</b>	<b>164,701</b>	<b>99.923660</b>	<b>0.076340</b>



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**Resolution No. 6:**

**Approval of the remuneration of the Cost Auditors viz. M/s N.I. Mehta & Co. , Cost Accountants, Mumbai and M/s N.D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31<sup>st</sup> March, 2015 .(Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	0.0000
Public Institutional Holders	75,512,221	46,471,176	61.541265	46,471,176	0	100.0000	0.0000
Public-Others	29,567,434	18,105	0.061233	17,912	193	98.933996	1.066004
<b>Total</b>	<b>274,357,529</b>	<b>215,745,827</b>	<b>78.636744</b>	<b>215,745,634</b>	<b>193</b>	<b>99.999911</b>	<b>0.000089</b>

**Resolution No. 7:**

**Appointment of Mr. Arun Adhikari as an Independent Director of the Company (Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	0.00000
Public Institutional Holders	75,512,221	46,471,176	61.541265	46,471,176	0	100.0000	0.00000
Public-Others	29,567,434	18,196	0.061541	17,779	417	97.708288	2.291712
<b>Total</b>	<b>274,357,529</b>	<b>215,745,918</b>	<b>78.636777</b>	<b>215,745,501</b>	<b>417</b>	<b>99.999807</b>	<b>0.000193</b>



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**Resolution No. 8:**

**Appointment of Mr. R.C. Bhargava as an Independent Director of the Company (Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.000	0.00000
Public Institutional Holders	75,512,221	46,444,279	61.505646	43,701,636	2,742,643	94.094767	5.905233
Public-Others	29,567,434	17,872	0.060445	17,291	581	96.749105	3.250895
<b>Total</b>	<b>274,357,529</b>	<b>215,718,697</b>	<b>78.626855</b>	<b>212,975,473</b>	<b>2,743,224</b>	<b>98.728333</b>	<b>1.271667</b>

**Resolution No. 9:**

**Appointment of Mr. G.M. Dave as an Independent Director of the Company (Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	0.00000
Public Institutional Holders	75,512,221	46,471,176	61.541265	45,943,404	527,772	98.864302	1.135698
Public-Others	29,567,434	18,248	0.061717	17,747	501	97.254494	2.745506
<b>Total</b>	<b>274,357,529</b>	<b>215,745,970</b>	<b>78.636796</b>	<b>215,217,697</b>	<b>528,273</b>	<b>99.755141</b>	<b>0.244859</b>



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**Resolution No. 10:****Appointment of Mr. S.B. Mathur as an Independent Director of the Company. (Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	0.00000
Public Institutional Holders	75,512,221	46,467,424	61.536296	45,070,283	1,397,141	96.993289	3.006711
Public-Others	29,567,434	17,768	0.060093	17,247	521	97.067762	2.932238
<b>Total</b>	<b>274,357,529</b>	<b>215,741,738</b>	<b>78.635253</b>	<b>214,344,076</b>	<b>1,397,662</b>	<b>99.352160</b>	<b>0.647840</b>

**Resolution No. 11:****Appointment of Mr. S. Rajgopal as an Independent Director of the Company. (Ordinary Resolution)**

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	169,277,874	169,256,546	99.987401	169,256,546	0	100.0000	0.00000
Public Institutional Holders	75,512,221	46,471,176	61.541265	45,956,117	515,059	98.891659	1.108341
Public-Others	29,567,434	18,164	0.061432	17,523	641	96.471042	3.528958
<b>Total</b>	<b>274,357,529</b>	<b>215,745,886</b>	<b>78.636765</b>	<b>215,230,186</b>	<b>515,700</b>	<b>99.760969</b>	<b>0.239031</b>

You may accordingly declare the result of the poll.

I hereby confirm that I am maintaining the Register both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to Mr. S. K. Chatterjee, Company Secretary of the Company in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully

*Nilesh Trivedi*  
 Nilesh Trivedi  
 (Scrutinizer)  
 Partner,  
 KBNT & Associates,  
 Company Secretaries

Date: 6<sup>th</sup> August, 2014  
 Place: Mumbai