



31st August, 2024

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: 532538

The Manager
Listing Department
The National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051
Scrip Code: ULTRACEMCO

Sub: Outcome of the meeting of the equity shareholders of UltraTech Cement Limited convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal")

Ref.: a. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")
b. ISIN: INE481G01011
c. In the matter of Composite Scheme of Arrangement between Kesoram Industries Limited ("Demerged Company") and UltraTech Cement Limited ("Resulting Company" or "Company") and their respective shareholders and creditors ("Scheme")

Dear Sirs,

The meeting of the equity shareholders of the Company was held on Friday, 30th August, 2024 at 11:30 a.m. (IST) through video conferencing / other audio-visual means pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal") and, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility at the meeting. The Hon'ble Tribunal had appointed Mr. Mitesh Shah, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the meeting. The Scrutinizer's Report dated 31st August, 2024 is attached as **Annexure I**. The resolution as set out in the Notice of the meeting has 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 Meeting is attached as **Annexure II**.

This is for your information and records, please.

Thanking You.

Yours faithfully,
For UltraTech Cement Limited

Sanjeeb Kumar Chatterjee
Company Secretary and Compliance Officer

Cc:
Luxembourg Stock Exchange
BP 165 / L – 2011 Luxembourg
Scrip Code:
US90403E1038 and US90403E2028

Singapore Exchange
11 North Buona Vista Drive, #06-07
The Metropolis Tower 2, Singapore 138589
ISIN Code:
US90403YAA73 and USY9048BAA18



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



Form MGT-13

SCRUTINIZER'S COMBINED REPORT ON REMOTE E-VOTING & E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

Mr. Pravin Varma (Retd. IRS)

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") for convening meeting of Equity Shareholders of UltraTech Cement Limited (Resulting Company/ Applicant Company).

(CIN: L26940MH2000PLC128420)

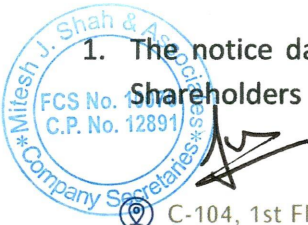
Regd. Office: B-Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri East, Mumbai 400093.

Sub: Report of the Scrutinizer on the results of voting conducted at Meeting of the Equity Shareholders of UltraTech Cement Limited convened as per the Hon'ble National Company Law Tribunal, Mumbai Bench order dated July 08, 2024 on Friday, 30th day of August, 2024 at 11.30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in respect of approving the proposed Composite Scheme of Arrangement between Kesoram Industries Limited (Demerged Company/ Non-Applicant Company) and UltraTech Cement Limited (Resulting Company/ Applicant Company) and their respective shareholders and creditors ("Scheme").

Dear Sir,

I, Mitesh J. Shah, Proprietor of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary (FCS No. 10070 and CP No. 12891) have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) vide its order dated 08th day of July, 2024 passed in C.A. (CAA) No. 112/ MB-I / 2024 for the purpose of scrutinizing the electronic voting including remote electronic voting for the resolution contained in the notice dated 22nd July, 2024 at the NCLT Convened Meeting ("meeting") of the Equity Shareholders of UltraTech Cement Limited pursuant to the order of Hon'ble NCLT on Friday, the 30th day of August, 2024 at 11:30 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

1. The notice dated 22nd July, 2024 as confirmed by the Company was sent to 3,18,302 Shareholders out of 3,73,352 Shareholders in respect of the below mentioned resolution



C-104, 1st Floor, Hetal Arch, S. V. Road, Opp. Natraj Market, Malad (W), Mumbai - 400064.

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passed at the meeting of the Equity Shareholders of the Company through electronic mode to those Members whose names appear in the register of members/list of beneficial owners on July 12, 2024 in compliance with General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "Relevant Circulars") and Secretarial Standard -2 on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), each as may be amended from time to time.

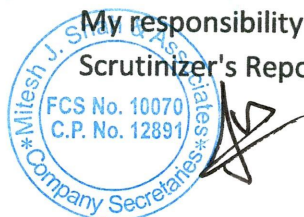
2. The Company has also published notice of the Meeting of the Equity Shareholders of the Company in "Business Standard", English language, All India Edition and translation thereof in Marathi language in "Navshakti, Maharashtra Edition on 30th July, 2024.
3. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, August 23, 2024 were entitled to vote on the proposed resolution as set out in Notice of meeting of the Equity Shareholders of the Company.
4. The Company had availed the e-voting facility offered by KFin Technologies Limited. The voting period for remote e-voting commenced on Tuesday, August 27, 2024 at 9:00 A.M. (IST) and ended on Thursday, August 29, 2024 at 05:00 P.M. (IST) and the KFinTech e-voting platform was blocked thereafter.

The Company also provided e-voting facility to the shareholders present at the meeting held through VC/OAVM. The votes casted through remote e-voting before the meeting and e-voting done at the time of the meeting were unblocked and calculated after the conclusion of the meeting.

5. Based on the data downloaded from the official website of KFinTech for the remote e-voting and e-voting process, I have scrutinized and compiled the votes casted via remote e-voting and e-voting.
6. The Meeting of the Equity Shareholders commenced at 11:30 A.M. IST with the requisite quorum prescribed under Section 103 of the Companies Act, 2013.

The Chairperson appointed by Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**" or "**Tribunal**") was responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to the meeting and e-voting during the meeting on the resolution contained in the notice of the meeting of the Company.

My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour of or against the resolution.



I now submit my combined Report as under on the result of the remote e-voting and e-voting in respect of the resolution proposed in the Notice of the meeting:

Resolution:

To consider and approve the proposed Composite Scheme of Arrangement between Kesoram Industries Limited (Demerged Company/Non-Applicant Company) and UltraTech Cement Limited (Resulting Company/ Applicant Company) and their respective shareholders and creditors ("Scheme").

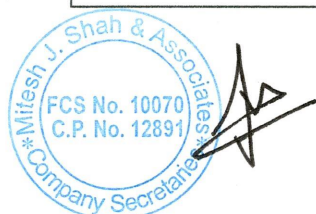
Voting results for resolution (E-voting including Remote E-Voting):

A. Votes cast by public shareholders (excluding Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company) as required under Part-I(A)(10)(b) of SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("hereinafter referred to as SEBI Circular") dated June 20, 2023

Particulars	Number of Public Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	1921	83688659	99.8869
Votes against the Resolution	18	537	0.0006
Votes abstained	10	94236	0.1125
Invalid Votes	0	0	0
Total	1949	83783432	100.00

B. Votes cast by all equity shareholders (including Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company)

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	1937	254131854	99.9627
Votes against the Resolution	18	537	0.0002
Votes abstained	10	94236	0.0371
Invalid Votes	0	0	0
Total	1965	254226627	100.00



RESULT

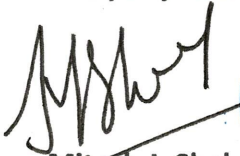
Based on the aforesaid results, we report that the resolution as contained in the Notice of the meeting has been passed with requisite majority.

The relevant records relating to remote e-voting and e-voting are under our safe custody and will be handed over to the Chairperson of the meeting of the Equity Shareholders of the Company which will be subsequently handed over to the Company for records and safe keeping.

Thanking you,

Yours faithfully,

**For Mitesh J Shah & Associates
Company Secretaries**


Mitesh J. Shah

Proprietor

FCS No. 10070

CP No. 12891

Peer Review Certificate No. 1730/2022

UDIN: F010070F001089478



Date: August 31, 2024

Place: Mumbai

Annexure II

	ULTRATECH CEMENT LTD
Date of the AGM/EGM	30-08-2024
Total number of shareholders on record date	376036
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	3
Public:	44

Resolution No.	1							
Resolution required: (Ordinary/ Special)	Special - To consider and if thought fit, approve, with or without modification(s), the proposed Composite Scheme of Arrangement between Kesoram Industries Limited ("Demerged Company") and UltraTech Cement Limited ("Company" or "Resulting Company") and their respective shareholders and creditors ("Scheme")							
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	17,04,43,195	17,04,43,195	100.0000	17,04,43,195	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		17,04,43,195	100.0000	17,04,43,195	0	100.0000	0.0000
Public- Institutions	E-Voting	9,25,31,962	8,35,26,186	90.2674	8,35,26,186	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,35,26,186	90.2674	8,35,26,186	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2,57,22,161	80,861	0.3144	80,324	537	99.3358	0.6641
	Poll		82,149	0.3194	82,149	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,63,010	0.6338	1,62,473	537	99.6706	0.3294
Total		28,86,97,318	25,41,32,391	88.0273	25,41,31,854	537	99.9998	0.0002