



4th September, 2023

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: Proceedings of the meeting of Secured Creditors of the Company and Scrutinizer's Report on the results of e-voting (remote e-voting and e-voting at the Meeting)

Ref.: a. In the Matter of the Scheme of Amalgamation of UltraTech Nathdwara Cement Limited, Swiss Merchandise Infrastructure Limited and Merit Plaza Limited with UltraTech Cement Limited ("Scheme of Amalgamation")
b. Earlier intimation dated 1st August, 2023

Dear Sirs,

This is in continuation of our letter dated 1st August, 2023 informing you about a meeting of the Company's Secured Creditors to be held in terms of order dated 4th July, 2023 of the Hon'ble National Company Law Tribunal, Mumbai ("NCLT Order").

We now write to inform that the meeting of the Secured Creditors of the Company was held today i.e., Monday, 4th September, 2023 at 11:00 a.m. (IST) through video conferencing, pursuant to NCLT Order.

Secured Creditors of the Company approved the Scheme of Amalgamation with the requisite majority.

Scrutinizer's Report on the results of e-voting (remote e-voting and e-voting at the Meeting) is enclosed as **Annexure 1**.

The same is for your information and records please.

Thanking You,

Yours faithfully,

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

SCRUTINIZERS' REPORT

To
Mr. Kailash Chandra Jhanwar
Chairman of the NCLT (Mumbai Bench) Convened
Meeting of the Secured Creditors
of UltraTech Cement Limited,

**REPORT OF THE SCRUTINIZER ON THE MEETING OF SECURED CREDITORS
(INCLUDING DEBENTURE HOLDERS) OF ULTRATECH CEMENT LIMITED
(CONVENED PURSUANT TO ORDER DATED 4TH JULY, 2023 OF THE
HON'BLE NATIONAL COMPANY LAW TRIBUNAL, (NCLT) MUMBAI BENCH)**

Dear Sir,

I, B. Narasimhan, a Practicing Company Secretary was appointed as Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting held at the meeting of the secured creditors (including Debenture holders) of UltraTech Cement Limited ("the Company"), on Monday the 4th September 2023 at 11:00 a.m., on the resolution seeking approval of the secured creditors (including Debenture holders) to the Scheme of Amalgamation of **UltraTech Nathdwara Cement Limited, Swiss Merchandise Infrastructure Limited and Merit Plaza Limited (collectively referred to as "Transferor Companies") with UltraTech Cement Limited ("Transferee Company")** (hereinafter referred to as "**Scheme**"), and submit our report as under:

1. Pursuant to the said order dated 4th July, 2023 of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench, the aforesaid Meeting of secured creditors (including Debenture holders) of the Transferee Company was held through video conferencing / other audio visual means ("VC / OAVM"), without the physical presence of the secured creditors (including Debenture holders) at a common venue and in accordance with the provisions of the Companies Act, 2013 ("Act") and framework for holding meetings through VC / OAVM, as prescribed by the Ministry of Corporate Affairs General Circular No.14/2020 dated 8th April, 2020, as clarified / extended from time to time, including by General Circulars bearing No.17/2020 dated 13th April, 2020, No.22/2020 dated 15th June, 2020, No.33/2020 dated 28th September, 2020, No.39/2020 dated 31st December, 2020, No.10/2021 dated 23rd June, 2021, No.20/2021 dated 8th December, 2021, No. 3/2022 dated 5th May, 2022 and No.11/2022 dated 28th December, 2022 ("Virtual Meeting Circulars").

2. As per the direction of the Hon'ble NCLT, Mumbai by its Order dated 4th July, 2023:
- the Transferee Company had sent the Notice dated 31st July, 2023 to all its Secured Creditors including its debenture holders numbering to 15 by email in accordance with the provisions of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.
 - the Notice convening the meeting contained the detailed procedures for attending the meeting through VC / OAVM.
 - the Notice also contained the detailed procedures for remote e-voting and also for e-voting at the meeting.
 - Notice of the meeting of the secured creditors (including Debenture holders) was duly published in the newspapers on 3rd August, 2023 both in English Language in 'Business Standard', having nationwide circulation and in Marathi Language in "Navshakti", Mumbai edition.
 - Notice of the meeting of the secured creditors (including Debenture holders) have also been uploaded on the website of the Transferee Company at https://www.ultratechcement.com/investors/corporategovernance#scheme_of_arrangement, as well as on the website of KFin Technologies Limited ('KFIN') as the Service provider at <https://evoting.kfintech.com> and also on the websites of the Stock Exchanges viz. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited, at www.nseindia.com.
3. In terms of the NCLT Order, quorum for the meeting was fixed as 2 secured creditors. The meeting was attended by 3 secured creditors.
4. The remote e-voting was kept open for the period from Friday, 1st September, 2023, 9.00 a.m. IST till Sunday 3rd September, 2023, 5.00 p.m. IST.
5. The Company had appointed KFin as the **Service provider**, for the purpose of extending the facility of remote e-voting to the secured creditors (including Debenture holders) of the Transferee Company and for voting electronically at the meeting. KFIN is also the Registrar and Transfer Agents ("RTA") of the Transferee Company. The **Service Provider** had provided a system for recording the votes of the secured creditors (including Debenture holders) electronically through remote e-voting as well as at the meeting on the item of business sought to be transacted in the meeting.
6. The meeting convened on Monday, 4th September, 2023 at 11.00 a.m. IST.
7. After the meeting concluded, the Chairman of the meeting asked those secured creditors (including Debenture holders), who had not voted through remote e-voting, to cast their votes within a period of 15 minutes and thereafter



- declared the meeting as closed and asked the Scrutinizer to submit a combined Report of both the remote e-voting and the e-voting at the meeting.
8. After the 15 minutes period allotted for e-voting was over, I unblocked the votes cast through e-voting at the meeting and the remote e-voting, in the presence of Ms. Kashish Tekchandani and Ms. Tejaswini Bhandarkar, Witnesses to the unblocking of the voting.
9. The results of the Remote E-voting together with the e-voting conducted during the meeting convened by the Honb'le NCLT Mumbai Bench are as under:

Details	Remote E-voting	E-Voting at Meeting	Total voting
Number of secured creditors (including Debenture holders) who cast their votes	6	0	6
Total value of amount outstanding held by them (Rs. in lakhs)	18,000.00	0	18,000.00

Note: Percentage of votes cast in favour or against the resolution is calculated based on the Valid Votes cast through Remote E-Voting and through E-voting during the meeting.

(a) Voted in favour of the resolution:

Number of secured creditors (including Debenture holders)	% of the total number of secured creditors (including Debenture holders)	Number of votes (in terms of amount outstanding) cast by them (Rs. in lakhs)	% of total number of votes ((in terms of amount outstanding) cast by them
6	100.00	18,000.00	100.00

(b) Number of secured creditors (including Debenture holders) voted against the resolution.

Number of secured creditors (including Debenture holders)	% of the total number of secured creditors (including Debenture holders)	Number of votes (in terms of amount outstanding) cast by them (Rs. in lakhs)	% of total number of votes ((in terms of amount outstanding) cast by them
NIL	NIL	NIL	NIL

(c) Invalid votes:

Total number of secured creditors (including Debenture holders) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



10. A list of secured creditors (including Debenture holders) who voted on the resolution is annexed hereto as **Schedule I**.
11. The voting data in electronic form and all other relevant records were handed over to the Company Secretary for safe keeping.

The following were the witnesses to the unblocking of the votes cast through Remote E-Voting and E-Voting at the meeting.

Kashish

.....
1. Ms. Kashish Tekchandani.

Bhandarkar

.....
2. Ms. Tejaswini Bhandarkar

[Signature]
.....
CS B Narasimhan
Proprietor, BN & Associates
Company Secretaries
(FCS No. 1303 COP No.: 10440)
UDIN No: F001303E000907824



Place: Mumbai

Date: 4th September 2023

Countersigned and received the report:

Khanwar

.....
Signed by Mr. Kailash Chandra Jhanwar,
Chairman

Place: Mumbai

Date: 4th September, 2023

Schedule I

List of Secured (including Debenture holders) Creditors who voted "FOR" the resolution

Sr. No.	Names	Amount (Rs. in lakhs)
1	NPS TRUST A/C UTI RETIREMENT SOLUTIONS PENSION FUND SCHEME CENTRAL GOVT	3,500.00
2	NPS TRUST A/C UTI RETIREMENT SOLUTIONS PENSION FUND SCHEME C TIER I	20.00
3	NPS TRUST A/C UTI RETIREMENT SOLUTIONS PENSION FUND SCHEME STATE GOVT	4,000.00
4	NPS TRUST A/C UTI RETIREMENT SOLUTIONS LIMITED NPS LITE SCHEME GOVT. PATTERN	450.00
5	NPS TRUST A/C UTI RETIREMENT SOLUTIONS PENSION FUND SCHEME ATAL PENSION YOJANA APY	30.00
6	NPS TRUST A/C SBI PENSION FUND SCHEME STATE GOVT	10,000.00
	Total	18,000.00


