



NOTICE TO MEMBERS

Mr. Keyoor Bakshi, Partner, KBNT & Associates, Practicing Company Secretaries, Mumbai appointed as Scrutinizer by the Board of Directors of the Company has submitted his Report dated 8th September, 2014 on the postal ballot forms received from the Members to the Managing Director of the Company.

The Postal Ballot was conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2011, on the Special Resolution set out in Notice dated 19th July, 2014 seeking consent of the Members of the Company for the following businesses:

1. Adoption of new Articles of Association;
2. Borrowing money(ies) for the purpose of business of the Company;
3. Creation of security on the properties of the Company, both present and future, in favour of the lenders;
4. Issuance of Non-Convertible Debentures on Private Placement basis; and
5. Payment of commission to Non-Executive Directors of the Company.

Based on the above Report, the results of the Postal Ballot are as follows:

Resolution No. 1

Adoption of new Articles of Association of the Company:

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	169,277,874	100.000	169,277,874	0	100.000	0.000
Public Institutional Holders	76,391,538	38,843,629	50.848	38,012,584	831,045	97.861	2.139
Public-Others	28,691,854	4,284,045	14.931	4,279,902	4,143	99.903	0.097
Total	274,361,266	212,405,548	77.418	211,570,360	835,188	99.607	0.393

Resolution No. 2:

Borrowing money (ies) for the purpose of business of the Company:

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	169,277,874	100.000	169,277,874	0	100.000	0.000
Public Institutional Holders	76,391,538	39,216,096	51.336	39,216,096	0	100.000	0.000
Public-Others	28,691,854	4,283,934	14.931	4,274,991	8,943	99.791	0.209
Total	274,361,266	212,777,904	77.554	212,768,961	8,943	99.996	0.004

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Resolution No. 3:

Creation of security on the properties of the Company, both present and future, in favour of lenders:

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	169,277,874	100.000	169,277,874	0	100.000	0.000
Public Institutional Holders	76,391,538	39,216,096	51.336	39,216,096	0	100.000	0.000
Public-Others	28,691,854	4,283,512	14.929	4,271,551	11,961	99.721	0.279
Total	274,361,266	212,777,482	77.554	212,765,521	11,961	99.994	0.006

Resolution No. 4:

Issuance of Non-Convertible Debentures on Private Placement basis:

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	169,277,874	100.000	169,277,874	0	100.000	0.000
Public Institutional Holders	76,391,538	39,216,096	51.336	39,216,096	0	100.000	0.000
Public-Others	28,691,854	4,284,306	14.932	4,269,658	14,648	99.658	0.342
Total	274,361,266	212,778,276	77.554	212,763,628	14,648	99.993	0.007

Resolution No. 5:

Payment of commission to Non-Executive Directors of the Company:

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	169,277,874	100.000	169,277,874	0	100.000	0.000
Public Institutional Holders	76,391,538	38,994,226	51.045	38,276,811	717,415	98.160	1.840
Public-Others	28,691,854	4,284,300	14.932	4,244,931	39,369	99.081	0.919
Total	274,361,266	212,556,400	77.473	211,799,616	756,784	99.644	0.356

Accordingly, the special resolution has, therefore, been approved by the Members with requisite majority.

Place: Mumbai
Date: 8th September, 2014

For UltraTech Cement Limited

sd/-
O. P. Puranmalka
Managing Director