

KBNT
& ASSOCIATES
Company Secretaries

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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 14th Annual General Meeting of UltraTech Cement Limited ("the Company") held on Wednesday, 6th 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 28th June, 2014, and
- (ii) in respect of the poll conducted at the Annual General Meeting (AGM) of the Company held on Wednesday, 6th 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 28th 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
Ordinary Business		%	%
1.	Adoption of the Audited Balance Sheet as at 31 st March, 2014, the Statement of Profit & Loss for the financial year ended 31 st 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
Special Business			
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 st 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)

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

The mode of voting for all the resolutions was:

- e-voting conducted between Thursday 31st July, 2014 (9.00 a.m.) to Saturday, 2nd 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 31st March, 2014, the Statement of Profit & Loss for the financial year ended 31st 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
Total	274,357,529	215,449,488	78.528732	215,416,356	33,132	100.000	0.015378

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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
Total	274,357,529	215,747,986	78.637531	215,747,820	166	99.999923	0.000077

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
Total	274,357,529	215,747,142	78.637223	200,858,597	14,888,545	93.099077	6.900923



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Resolution No. 4:

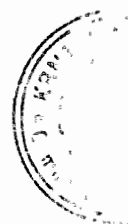
Re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai and M/s G.P. Kapadia & Co., Chartered Accountants, Mumbai as joint statutory auditors of the Company.(Ordinary Resolution)

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
Total	274,357,529	215,718,792	78.626890	200,929,035	14,789,757	93.143964	6.856036

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
Total	274,357,529	215,745,627	78.636671	215,580,926	164,701	99.923660	0.076340



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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 31st 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
Total	274,357,529	215,745,827	78.636744	215,745,634	193	99.999911	0.000089

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
Total	274,357,529	215,745,918	78.636777	215,745,501	417	99.999807	0.000193



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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
Total	274,357,529	215,718,697	78.626855	212,975,473	2,743,224	98.728333	1.271667

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
Total	274,357,529	215,745,970	78.636796	215,217,697	528,273	99.755141	0.244859



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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
Total	274,357,529	215,741,738	78.635253	214,344,076	1,397,662	99.352160	0.647840

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
Total	274,357,529	215,745,886	78.636765	215,230,186	515,700	99.760969	0.239031

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: 6th August, 2014
 Place: Mumbai