



UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel No. – 022-66917800/29267800, **Fax No.** – 022-66928109, **website** – www.ultratechcement.com,
CIN: L26940MH2000PLC128420

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 to transact the special business as set out hereunder by the Members of UltraTech Cement Limited ("the Company") by passing resolution through postal ballot.

The proposed resolution and explanatory statement stating the facts as required in terms of Section 102 of the Act are appended below and a postal ballot form is also enclosed.

The Board of Directors of the Company have by resolution dated 22nd February, 2019 appointed Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, on Friday, 29th March, 2019 at 5:00 p.m. (IST). Postal Ballot Forms received after 5:00 p.m. (IST) on Friday, 29th March, 2019 will be treated as 'invalid'. Pursuant to Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is also providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

After completion of scrutiny, the Scrutinizer will submit his Report, addressed to the Chairman or any other person authorised by him. The results of the voting conducted through Postal Ballot will be announced at the Registered Office of the Company on Saturday, 30th March, 2019 at 3:00 p.m. (IST). It will also be displayed on the Company's notice board and website and published in the newspaper.

Special Business

Continuation of directorship as a Non-Executive Independent Director - Mr. G. M. Dave.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws, consent of the Members be and is hereby accorded to the continuation of Mr. G. M. Dave (DIN:00036455), who has attained the age of 75 years, as a Non-Executive Independent Director, for the existing term of his office, i.e. upto 5th August, 2019."

By Order of the Board

For **UltraTech Cement Limited**

S. K. Chatterjee
Company Secretary

Place: Mumbai

Date: 22nd February, 2019

NOTES:

1. The Explanatory Statement for the proposed special business, pursuant to Section 102 read with Section 110 of the Act is given hereunder.
2. A copy of this notice has been placed on the website of the Company www.ultratechcement.com and shall remain on the website until the last date for receipt of the postal ballots from the Members.
3. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 15th February, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered by them with the depository participants (in case of electronic shareholding) and the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 15th February, 2019 ("cut-off date") will be considered for the purpose of voting.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to sharesutcl@adityabirla.com. The Registrar and Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the Company's website www.ultratechcement.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5:00 p.m. (IST) on Friday, 29th March, 2019.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, 15th February, 2019. A person who is not a Member on that date should treat this notice for information purpose only.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours at 5.00 p.m. (IST) on Friday, 29th March, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Any Postal Ballot received after 5.00 p.m. (IST) on Friday, 29th March, 2019 will be considered invalid.
10. In compliance with Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically and vote on the resolution through e-voting service facility arranged by Karvy Fintech Private Limited ("Karvy") having address at Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. The instructions for e-voting are provided hereunder.
11. The Board of Directors of the Company by resolution dated 22nd February, 2019 appointed Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot voting process and the electronic voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman or any other person authorised by him, after completion of scrutiny of postal ballot and the scrutiny of e-voting in a fair and transparent manner. The results of the postal ballot along with the Scrutinizer's

report will be displayed on the Company's website www.ultratechcement.com and communicated to the stock exchanges where the Company's shares are listed. The results will also be published in newspapers. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of the duly completed Postal Ballot Form or e-voting.

Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013:

In terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("the Amendment Regulations"), with effect from 1st April, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. G. M. Dave (DIN: 00036455), was appointed as Non-Executive Independent Director of the Company under Section 149 and Schedule IV of the Act, and Clause 49 of the Listing Agreement at the 14th Annual General Meeting held on 6th August, 2014, for a term of 5 consecutive years ending on 5th August, 2019. Mr. Dave has already attained the age of 75 years. Approval of Members is therefore required by way of special resolution for his continuation as Director.

Mr. Dave received a Master's degree in Commerce from MJ College of Commerce, Bhavnagar, Gujarat in 1962 and an LL.B. from HJ Law College, Bhavnagar, Gujarat in 1964.

He is a partner of Dave & Girish & Co., Advocates, a well-

known firm of lawyers in Mumbai. He is also on the Board of several other companies. He has varied and extensive experience in Financial, Banking and Project Finance. Mr. Dave was a member of the State Bar Council of Gujarat and is a member of the State Bar Council of Maharashtra & Goa, Bombay Bar Association and International Bar Association (U.S.A.). In the past, Mr. Dave had served as a law officer in Reserve Bank of India, State Bank of India and Grindlays Bank Plc, Merchant Banking Division in Mumbai.

Considering his seniority, expertise and vast experience, which has immensely benefited the Company, the Board recommends his continuation as director till the end of his existing tenure.

Disclosure relating to Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings form part of this Postal Ballot Notice.

None of the Directors except Mr. G. M. Dave, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution.

The Board recommends the resolution as set out in the Postal Ballot Notice for your approval.

By Order of the Board
For **UltraTech Cement Limited**



S. K. Chatterjee
Company Secretary

Place: Mumbai

Date: 22nd February, 2019

Instructions for Remote e-voting

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on the resolution proposed to be considered through postal ballot by electronic means and the business may be transacted through e-voting services arranged by Karvy Fintech Private Limited ("Karvy").
2. The e-voting period commences on Thursday, 28th February, 2019 at 9.00 a.m. (IST) and ends on Friday, 29th March, 2019 at 5.00 p.m. (IST). During this period, Members of the Company may cast their vote by e-voting. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for e-voting are as under:

A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- (ii) Enter the login credentials (i.e. User ID and Password which are mentioned in the e-mail). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, Click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The

system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e., UltraTech Cement Limited.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- (ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- (xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter/Power of Attorney, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ultratechevoting@karvy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

B. In case a Member receives physical copy of the Postal Ballot Notice (for Members whose e-mail IDs are not registered with the Company Depository Participant or requesting physical copy)

1. User ID and initial password are provided at the bottom of the Postal Ballot Form in the following format:

User ID	Password
-	-

2. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above in (A), to cast your vote.

C. Other Instructions:

- I. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-Off date i.e. Friday, 15th February, 2019.
- II. The Board of Directors has appointed Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries as a

Srutinizer to scrutinize the e-voting process in a fair and transparent manner.

- III. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ultratechcement.com and on the website of Karvy www.evoting.karvy.com immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- IV. A Member having any grievance pertaining to postal ballot process can contact Mr. Satish Poojari, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Tel. No. 040-67162222, Fax No.: 040-23420814, e-mail ID: ultratech.ris@karvy.com.
- V. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website www.evoting.karvy.com.

Disclosure relating to Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

Name of Director	Mr. G. M. Dave (DIN: 00036455)
Date of Birth / Age	12 th July, 1938 / 81 years
Date of First Appointment	7 th July, 2006
Expertise in specific general functional area	Advocate and Corporate Advisor
Qualification	M.Com, LL.B, CAIIB
Relationship between Directors / KMPs inter-se	Nil
Shareholding in the Company	Nil
No. of Board meetings attended during FY 19	6 (Six)
List of outside Directorships held (Public Limited Companies)	1. Aditya Birla Retail Ltd. 2. Hindalco Industries Ltd. 3. PCS Technology Ltd
Chairman / Member of the Committee of the Board of Directors of the Company	Audit Committee – Member
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director: a) Audit Committee b) Stakeholder Relationship Committee	Aditya Birla Retail Ltd.- Chairman PCS Technology Ltd. - Member -

Note: Only two Committees viz. Audit Committee and Stakeholder Relationship Committee have been considered.

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