

ADITYA BIRLA



UltraTech

11th April, 2011

Bombay Stock Exchange Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400 001.
Tel.: 2272 1233/34
Fax: 22721919
Scrip Code: 532538

The Manager
Listing Department
The National Stock Exchange of India Limited
“Exchange Plaza”, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051.
Tel.: 26598236
Fax: 2659 8237 / 38.
Scrip Code: ULTRACEMCO

Dear Sirs,

Pursuant to Clause 49 of the Listing Agreement, attached is the corporate governance report for the quarter ended 31st March, 2011.

This is for your information, please.

Yours very truly,

S. K. Chatterjee
Company Secretary

Encl. a/a.

UltraTech Cement Limited

Registered Office :
B-Wing, Ahura Centre, 2nd Floor,
Mahakali Caves Road, Andheri (E), Mumbai - 400 093.

Tel. 022-66917800 / 29267800
Fax 022-66928109

Website www.ultratechcement.com
www.adityabirla.com

Quarterly Compliance report on Corporate Governance

Name of the Company : UltraTech Cement Limited
Quarter ending on : 31st March, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
A. Composition of Board	49 (I A)	Yes	
B. Non-executive Directors' Compensation & disclosures	49 (I B)	Yes	
C. Other provisions as to Board and Committees	49 (I C)	Yes	
D. Code of Conduct	49 (I D)	Yes	Will be complied in the next Annual Report for the year ended 31 st March, 2011
II. Audit Committee	49 II		
A. Qualified & Independent Audit Committee	49 (II A)	Yes	
B. Meeting of Audit Committee	49 (II B)	Yes	
C. Powers of Audit Committee	49 (II C)	Yes	
D. Role of Audit Committee	49 (II D)	Yes	
E. Review of Information by Audit Committee	49 (II E)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
A. Basis of related party transactions	49 (IV A)	Yes	
B. Disclosure of Accounting Treatment	49 (IV B)	N.A.	
C. Board Disclosures – Risk Management	49 (IV C)	Yes	
D. Proceeds from public issues, rights issues, preferential issues, etc.	49 (IV D)	N.A.	
E. Remuneration of Directors	49 (IV E)	Yes	Will be complied in the next Annual Report for the year ended 31 st March, 2011
F. Management	49 (IV F)	Yes	Will be complied in the next Annual Report for the year ended 31 st March, 2011
G. Shareholders	49 (IV G)	Yes	Will be complied in the next Annual Report for the year ended 31 st March, 2011
V. CEO/ CFO Certification	49 (V)	Yes	Will be complied in the next Annual Report for the year ended 31 st March, 2011



VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the next Annual Report for the year ended 31 st March, 2011
VII. Compliance	49 (VII)	Yes	Will be complied in the next Annual Report for the year ended 31 st March, 2011

For UltraTech Cement Limited



S. K. Chatterjee
Company Secretary

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Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

